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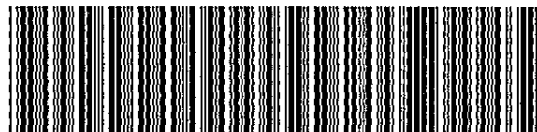
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STATE
FLORIDA
2006 JAN -6 AM 10:46

gr 1/10/06

**LAW OFFICES OF
JAMES M. HAMMOND**

BELCHER POINT PROFESSIONAL CENTER
1831 N. BELCHER ROAD, SUITE A-1
CLEARWATER, FL 33765

JAMES M. HAMMOND

(727) 791-0044

FAX (727) 791-1130

December 29, 2005

Secretary of the State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILE
TALLAHASSEE FLORIDA

2006 JAN -6 AM 10:16

**Re: Incorporation of STONE CREST PINELLAS HOMEOWNERS'
ASSOCIATION, INC., a Florida not-for-profit corporation**

Dear Sir/Madam:

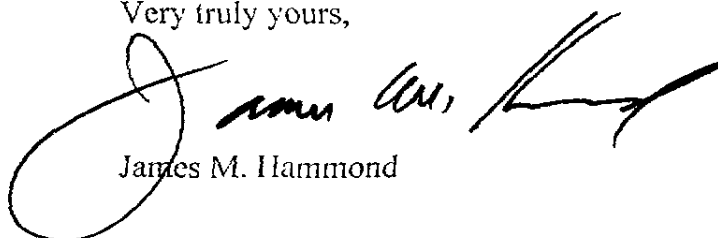
I enclose herein an original and copy of Articles of Incorporation and Certificate Designating Registered Agent/Registered Office for the above-named corporation. In addition, enclosed please find my check no. 8361 in the amount of \$78.75 representing the following fees as enclosed:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Registered Agent Fee	<u>35.00</u>
Total:	\$78.75

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is appreciated.

Very truly yours,



James M. Hammond

JMH/cmj
Encl.

**ARTICLES OF INCORPORATION
OF
STONE CREST PINELLAS HOMEOWNERS' ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

2006 JAN -6 AM 10:46
CLERK OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, does hereby adopt the following articles of incorporation:

ARTICLE I

The name of the corporation (called the Association) is **STONE CREST PINELLAS HOMEOWNERS' ASSOCIATION, INC.**

ARTICLE II

The initial office and principal place of business and the mailing address for this corporation shall be: 801 W. Bay Drive, 4th Floor, Largo, Florida 33770.

ARTICLE III

This corporation shall have perpetual existence, commencing upon the filing of these articles.

ARTICLE IV

The primary purposes for which the Association is formed is to provide for maintenance, preservation, and architectural control of the residential lots and common areas within a certain tract of real property, to be subdivided as a plat to be known as STONE CREST, described as follows:

THOSE PORTIONS OF THE EAST ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SECTION 29, TOWNSHIP 29 SOUTH, RANGE 16 EAST, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF THE WEST ½ OF THE EAST ½ OF THE EAST ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SECTION 29, TOWNSHIP 29 SOUTH, RANGE 16 EAST, RUN THENCE S.00°06'07"W., ALONG THE WEST BOUNDARY OF THE WEST ½ OF THE EAST ½ OF THE EAST ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SAID SECTION 29, 33.01 FEET TO A POINT ON THE SOUTHERLY RIGHT-OF-WAY LINE OF HAINES BAYSHORE ROAD; THENCE CONTINUE S.00°06'07"W., ALONG SAID WEST BOUNDARY 258.65 FEET TO THE POINT OF BEGINNING; RUN THENCE N.89°56'49"E., 167.24 FEET; TO A POINT ON THE EAST

BOUNDARY OF THE WEST ½ OF THE EAST ½ OF THE EAST ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SAID SECTION 29; RUN THENCE S.00°03'11"E. ALONG SAID EAST BOUNDARY 886.25 FEET TO A POINT ON THE NORTHEASTERLY RIGHT-OF-WAY LINE OF FLORIDA POWER CORPORATION'S 225 FOOT WIDE TRANSMISSION RIGHT-OF-WAY, SAID RIGHT-OF-WAY LINE BEING 87-1/2 FEET NORTHEASTERLY FROM AND PARALLEL TO THE CENTERLINE OF FLORIDA POWER CORPORATION'S NORTHEAST-CURLEW 230 KV STEEL TOWER TRANSMISSION LINE; RUN THENCE N.28°55'01"W. ALONG SAID NORTHEASTERLY RIGHT-OF-WAY 582.29 FEET TO A POINT ON THE NORTH BOUNDARY OF THE EAST ½ OF THE WEST ½ OF THE SOUTHEAST ¼ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SAID SECTION 29; RUN THENCE S.89°00'28"E. ALONG SAID NORTH BOUNDARY 112.85 FEET TO A POINT ON THE WEST BOUNDARY OF THE WEST ½ OF THE EAST ½ OF THE EAST ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SAID SECTION 29; RUN THENCE N.00°06'07"E. ALONG SAID WEST BOUNDARY 378.36 FEET TO THE POINT OF BEGINNING.

TOGETHER WITH AN EASEMENT FOR INGRESS AND EGRESS OVER THE EAST 30 FEET OF THE NORTH 291.65 FEET MORE OR LESS OF THE WEST ½ OF THE EAST ½ OF THE EAST ½ OF THE NORTHWEST ¼ OF THE SOUTHWEST ¼ OF SECTION 29, TOWNSHIP 29 SOUTH, RANGE 16 EAST, EXCEPT THAT PART LYING WITHIN HAINES BAYSHORE ROAD RIGHT-OF-WAY.

(Property to be platted and to be known as STONE CREST), and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

This corporation (the Association) has been organized to the extent set forth in the Declaration of Restrictive Covenants (Declaration) to be recorded for the subdivision to be known as STONE CREST to, among other things, preserve the beauty and value of STONE CREST, to govern (or possibly maintain) the Common Roads or ingress/egress easements, if any, to govern the Common Property, if any, to maintain the Stormwater Management System, and to perform such other duties and services as provided for in these Articles and the Bylaws or in the Declaration.

In furtherance of such purposes, the Association shall have power to:

(a) Perform all of the duties and obligations of the Association as set forth in the Declaration to be recorded applicable to the subdivision to be known as STONE CREST and to be recorded in the public records of Pinellas County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the

declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed on the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declaration.

The Association shall also have powers to include, but not limited to, the following:

a.) own and convey property; b.) operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas; c.) establish rules and regulations; d.) assess members and enforce assessments; e.) sue and be sued; f.) contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company; h.) exist in perpetuity, however, if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall, if possible, be conveyed or dedicated to an appropriate government unit or public utility, but if not accepted, then the surface water management system facilities shall, if possible, be conveyed to a non-profit corporation similar to the Association; and i.) take any other action necessary for the purposes for which the Association is organized.

This corporation shall not operate for pecuniary profit, and shall be subject to the Corporation not-for-profit Act, Chapter 617 of the Florida Statutes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under

Section 501(c) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

The name and street address of the initial registered agent is: James M. Hammond, Esq., 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765.

ARTICLE VI

Every person or entity who is an Owner of a fee or undivided fee interest in any Lot, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot.

ARTICLE VII

This corporation is organized upon a non-stock basis and shall not issue shares of stock.

The term "Owner", as used in these Articles, means the record Owner of a Lot. Owner does not include any party having an interest in a Lot merely as security for the performance of an obligation. In the event there is a contract for deed covering any Lot, the Owner of such Lot will be the purchaser under said contract and not the fee simple title holder.

The term "Lot", as used in these Articles, means one of the Lots as shown and numbered on the Property to be platted and to be known as STONE CREST and that becomes subject to the Declaration.

The term "Declaration", as used in these Articles, means the Declaration of Restrictive Covenants for the property to be platted on public record and to be known as STONE CREST (anticipated to be recorded hereafter), and any amendments to said Declaration, and all exhibits attached to said Declaration, and any amendments to such exhibits.

ARTICLE VIII

Each and every Owner of a Lot (including Developer if an Owner) will be a member of the Association.

Membership will be divided into two classes as follows:

- (a) Class A members will be all Owners (other than Developer, as long as Class B membership exists) owning Lots.

(b) The Class B member will be Developer.

Class A memberships will be appurtenant to ownership of a Lot and may not be separated from such ownership. Class B membership will not be so appurtenant, but will remain with Developer or its assigns as herein provided regardless of the conveyance of Lots to others. The Class B membership will terminate upon the sooner of: (i) the termination of the Class B membership by Developer in written notice to the Association, or (ii) such time when Developer and all entities controlled by Developer own none of the Lots, including any additional lots that at such time are subject to the Declaration by amendment to the Declaration.

At the time Class B membership terminates, any and all rights, powers, privileges, authorities and/or reservations given to or reserved by Developer, or its assigns, in the Declaration, and as referenced in paragraph 2.6 of the Declaration, shall be vested in the Association.

Until Class B membership is terminated, the Class B member will have sole voting rights in the Association and the Class A members will have no voting rights. No notice of any meeting of the Association will be required to be given to the Class A members until the termination of the Class B membership. After termination of the Class B membership, each Class A member will have full voting rights on all matters to come before the Association as provided in these Articles and the Bylaws.

The Developer is **Turning Leaf Custom Homes, Inc.**, a Florida corporation.

ARTICLE IX

The qualification of directors and the manner for their election or appointment will be regulated as stated in the Bylaws. This corporation shall have three Directors initially. The number of directors may be increased or decreased from time to time by the manner prescribed in the Bylaws to be adopted by the Directors, but shall never be less than three.

ARTICLE X

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine.

ARTICLE XI

The name and street address of the incorporator of these Articles of Incorporation is:

Name

Address

Gary L. Gregory

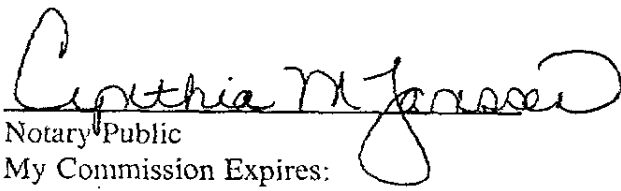
801 W. Bay Drive, 4th Floor
Largo, FL 33770

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 2nd day of January, 2006.

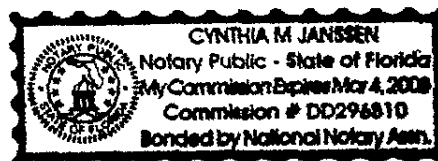

GARY L. GREGORY, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 2nd day of January, 2006, by GARY L. GREGORY, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Notary Public

My Commission Expires:



Designation and Acceptance of Registered Agent

2006 JAN -6 AM 10:46

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Florida Statute §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is STONE CREST PINELLAS HOMEOWNERS' ASSOCIATION, INC.
2. The name of the registered agent is James M. Hammond, Esq.
3. The address of the registered agent/registered office is 1831 N. Belcher Road, Suite A-1, Clearwater, Florida 33765.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: January 2, 2006.


JAMES M. HAMMOND