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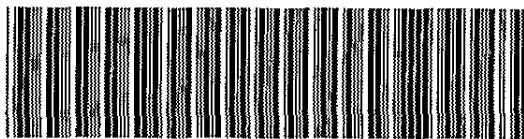
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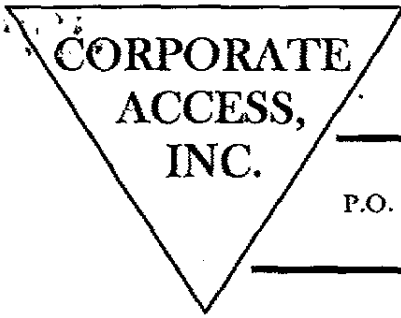
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Articles

1. Pine Creek Homeowner's Association,
(CORPORATE NAME AND DOCUMENT #) Inc

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2007

CORPORATE ACCESS, INC.
ATTN: GLENDA

SUBJECT: PINE CREEK HOMEONWER'S ASSOCIATION, INC.
Ref. Number: W07000005289

We have received your document for PINE CREEK HOMEONWER'S ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 207A00007509



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Division of Corporations

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February 2, 2007

CORPORATE ACCESS, INC.
ATTN: GLENDA

SUBJECT: PINE CREEK HOMEOWNER'S ASSOCIATION OF PINELLAS
COUNTY, INC.
Ref. Number: W07000005289

We have received your document for PINE CREEK HOMEOWNER'S ASSOCIATION OF PINELLAS COUNTY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Florida law requires the street address of the principal office and, if different the mailing address of the entity. A post office box is not acceptable for the principal office.

The name of the entity must be identical throughout the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 207A00007509

corrected & resubmitted

**ARTICLES OF INCORPORATION
OF
PINE CREEK HOMEOWNER'S ASSOCIATION OF PINELLAS COUNTY, INC.
A not-for-profit Florida corporation**

THE UNDERSIGNED subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is:

PINE CREEK HOMEOWNER'S ASSOCIATION OF PINELLAS COUNTY, INC.

The Corporation is hereinafter sometimes referred to as the "Association."

ARTICLE II

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is:

- A. To develop that certain subdivision known as the Pine Creek Subdivision, on that real property more particularly described on Exhibit "A" attached hereto and made a part hereof, all of which is hereinafter referred to as the "Property" or "Properties" or;
- B. To own, acquire, build, operate and maintain streets, roads, security and lighting, all for the benefit of the owners of the Properties, including but not limited to: open personal properties (incident thereto), hereinafter referred to as the "Common Areas" if any; and
- C. To fix assessments (or charges) to be levied against the Properties and/or the owners of any part of parcel within the Properties;
- D. To enforce the Declaration of Covenants and Restrictions for the Pine Creek Subdivision (the "Declaration") and any and all rules and regulations and other agreements applicable thereto;
- E. To pay taxes, if any, and insurance on the Common Areas, if any, and any other portions of the Properties provided for in the recorded covenants and restrictions applicable to the Properties;

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- F. To supplement municipal services;
- G. To do any and all things necessary to comply with the requirements of the Southwest Florida Water Management District rules and regulations and requirements related to the property including those specifically set forth in the Declaration.
- H. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties.

ARTICLE III

POWERS

The powers of the Association shall include the following:

- A. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.
- B. The Association shall have all the powers and duties set forth in the covenants and restrictions recorded against the Properties in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Common Areas, if any, and to provide such services as are required for the benefit of the Owners of Lots contained in the Properties from time to time including, but not limited to, the following:
 - 1. To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors.
 - 2. To purchase insurance upon the Common Areas, if any, and for the protection of the Association and its Members;
 - 3. To reconstruct improvements after casualty and to make additional improvements to the Common Areas, if any;
 - 4. To promulgate and amend reasonable regulations respecting the use of the Common Areas, if any, and all the Properties;

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5. To enforce by legal means the provisions of the covenants and restrictions recorded against the Properties, these Articles, the Bylaws of the Association and the Rules and Regulations of the Association;
6. To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Properties to have approval of the Board of Directors or the Membership of the Association;
7. To contract for the management or operation of portions of the properties susceptible to separate management or operation, and to lease such portions;
8. To employ personnel to perform the services required for property operation of the Properties;
9. To adopt and establish Bylaws for the operation of the Association;
10. To contract with public or private utility companies for purposes of providing utility services to the Properties and private companies for private television services;
11. To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Properties to have approval of the Board of Directors or the Membership of the Association;
12. To sue and be sued; and
13. To operate and maintain the surface water management system facilities, including all inlets, ditches, walls, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Properties and the Bylaws of the Association.

ARTICLE IV

MEMBERSHIP

A. Regular Membership:

1. Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot in the Properties (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a member of this Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

2. A change in membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Properties. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall at that time be terminated.

3. The interest of any Member in the Common Areas, if any, or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the Bylaws of the Association.

B. Additional Membership Categories: The Bylaws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the Bylaws or these Articles shall not apply to any such additional membership categories. The Bylaws shall provide for the rights and obligations of any additional membership categories.

ARTICLE V

TERM

This Corporation shall have perpetual existence.

ARTICLE VI

THE SUBSCRIBERS

The names and addresses of each subscriber of these Articles of Incorporation are as follows:

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Michael S. Farrell

6757 55th St. N.
Pinellas Park, FL 33781

Judith Farrell

6757 55th St. N.
Pinellas Park, FL 33781

Sean M. Farrell

6757 55th St. N.
Pinellas Park, FL 33781

ARTICLE VII

OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and the Secretary shall be members of the Board of Directors. The officers shall be chosen by a majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual.

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President/Treasurer	Michael S. Farrell	6757 55 th St. N. Pinellas Park, FL 33781
Vice President/ Secretary	Judith Farrell	6757 55 th St. N. Pinellas Park, FL 33781

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons, who need not be members of the Association. The initial Board of Directors shall consist of three (3) members who shall hold office until the election of their successors at the "Turnover Meeting" provided for in Section B of Article XI, or until their prior resignation.

At the "Turnover Meeting" the Board of Directors shall be increased to five (5) members, two (2) of which shall serve for a period of two (2) years and three (3) of which shall serve for a period of one (1) year. At the Annual Membership Meeting after the Turnover Meeting and at every other Annual Membership Meeting thereafter, three (3) Board members shall be elected for a period of two (2) years each; and at the Annual Membership Meeting for the alternate years, two (2) Board members shall be elected for a period of two (2) years each. In accordance with the provisions of Article XI, the Developer shall be entitled to appoint one Director to the Board of Directors as long as it owns at least one Lot. The Board of Directors may increase the number of members of the Board of Directors effective as of the next Annual Membership Meeting to as many as seven (7) members, provided that any decision by the Board of Directors to increase the number of Directors shall be made at least sixty (60) days prior to the next Annual Membership Meeting. The term of the sixth Board member shall be for a period of one (1) year; and the term of the seventh Board member shall be for a period of two (2) years.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

Michael S. Farrell	6757 55 th St. N. Pinellas Park, FL 33781
Judith Farrell	6757 55 th St. N. Pinellas Park, FL 33781
Sean M. Farrell	6757 55 th St. N. Pinellas Park, FL 33781

ARTICLE IV

BYLAWS

The Bylaws of the Corporation may be made, altered, amended or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly called meeting of the Board or by two-thirds (2/3) of the votes of all Members present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE X

AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the members present in person or by proxy at a duly called meeting of the Membership. However, as long as the Developer owns a Lot in the Properties, no such amendment may be made without the consent of the Developer. No such Amendment shall materially affect or interfere with the rights of Owners or lienors.

ARTICLE XI

ADDITIONS TO PROPERTIES

Additions to the Properties may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and membership of this Association to such properties.

ARTICLE XII

MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose.

ARTICLE XII

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the recorded covenants restrictions applicable to said properties.

ARTICLE XIV

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, which shall require the consent of two-thirds (2/3) of the members of each class of membership, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 22nd day of September, 2006.


Michael S. Farrell


Judith Farrell

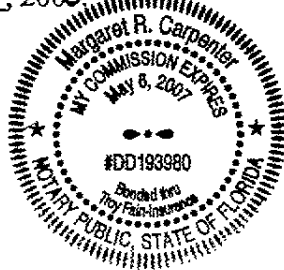
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Sean M. Farrell
Sean M. Farrell

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared, Michael S. Farrell, President, Judith Farrell, Vice President, and Sean M. Farrell, Subscriber, and they have freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth. They are personally known to me or have produced FL Drivers license as identification and did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 2nd day of Sept., 2006.



Name: Margaret R. Carpenter
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of the State of Florida, the following is submitted:

That Pine Creek Homeowners Association, desiring to organize under the laws of the State of Florida with its principal place of business in the City of Tampa, State of Florida, has named Michael S. Farrell, located at 6757 55th St. N., Pinellas Park, FL 33781, as its agent to accept service of process within Florida. The Principal address is the same as the registered agent address.


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PINE CREEK HOMEOWNERS ASSOCIATION OF PINELLAS
COUNTY, INC.

By: 
Michael S. Farrell,
Its President

Date: 9-22-06

Having been named to accept service of process for the above Corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of Florida law relative to the proper and complete performance of my duties.

By: 
Michael S. Farrell,
Its Registered Agent

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AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

**Pine Creek Subdivision, as recorded in Plat Book 132, Pages 65
and 66, Public Records of Pinellas County, Florida.**