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Messer, Capriello & SeFPA

(Requestor's Name)

2618 Centennial Place

(Address)

(Address)

Tallahassee FL 32301

(City/State/Zip/Phone #)

(850) 222-0720



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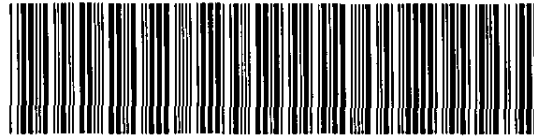
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TALLAHASSEE, FLORIDA

J. Shivers AUG 03 2012

ARTICLES OF INCORPORATION

of

PD PROPERTY OWNERS ASSOCIATION, INC.,
a Florida Not-For-Profit Corporation

THE UNDERSIGNED hereby associate themselves together for the Purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAMES AND ADDRESSES

§ 1.1 Corporation. The name of the corporation shall be PD PROPERTY OWNERS ASSOCIATION, INC. For convenience this corporation shall be referred to herein as the "Association".

§ 1.2 Incorporator. The name and address of the incorporator of these Articles of Incorporation is as follows: Premier Bank, a Florida banking corporation.

§ 1.3 Principal Office. The address of the principal office of the Association is as follows: 1639 Village Square Boulevard, Tallahassee, Florida 32309. The principal office mailing address shall be: P.O. Box 3606, Tallahassee, Florida 32315.

§ 1.4 Registered Agent. The association hereby appoints Monica M. Freeland, Esq. as its Registered Agent to accept service of process within this state, with the Registered Office located at 2618 Centennial Blvd., Tallahassee, Florida 32308.

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ARTICLE II
DEFINITIONS & PURPOSES

§ 2.1 Terms. Unless otherwise defined herein, terms shall have the same meaning given such terms in the Declaration (as defined below).

§ 2.2 Purpose. The purposes for which the Association is organized is to manage, operate and maintain Pine Dove Estates, hereinafter referred to as the "Property", in accordance with the DECLARATION OF COVENANTS, CONDITIONS, AND RESTRICTIONS FOR PINE DOVE ESTATES, and any amendments thereto (hereinafter the "Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

§ 2.3 Stock and Profits. The Association shall have no capital stock and shall make no distribution of income or profit to its Members, directors or officers.

ARTICLE III
POWERS

§ 3.1 Common Law & Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

§ 3.2 Other Powers. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

- (a) To adopt a budget and make and collect assessments against Members to defray the costs of maintaining the Property.
- (b) To use the Proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, manage, repair, replace and operate the Property.

- (d) To reconstruct improvements after casualty and construct further improvements to the Property.
- (e) To promulgate and amend the Declaration.
- (f) To enforce by legal means the provisions of the various Association Documents, these Articles, the Bylaws of the Association and the Declaration.

§ 3.3 Funds & Titles to Property. All funds and the titles to all Property acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

§ 3.4 Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

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| <p>ARTICLE IV MEMBERS and MEMBERSHIP</p> |
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The qualifications of Members, the manner of their admission, and voting by Members shall be as follows:

§ 4.1 Owners. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership.

§ 4.2 Changes. Changes in membership in the Association shall be established by the recording in the Public Records of Leon County a Deed or other instrument establishing a change of record title and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a Member of the Association. The membership of the prior Owner shall thereby terminate.

§ 4.3 Assignment & Transfer. The share of a Member in the funds and assets of the Association can **not** be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

§4.4 Classes. The Association shall have two classes of voting membership:

- (a) Class "A". Class "A" Members shall be all Owners of Lots with the exception of Declarant for so long as Declarant retains Class "B" voting rights. Each Class "A" Member shall have one vote for each Lot owned by that Member.
- (b) Class "B". The Class "B" Members shall be Declarant. Declarant shall be entitled to three votes for each Lot in the Property owned by Declarant.
- (c) Termination of Class "B" Membership. As each Lot in the Property is conveyed by Declarant to a Class "A" Member, Declarant's Class "B" votes for that Lot shall lapse. The Class "B" membership shall terminate and become converted to Class "A" membership upon the earlier of the following:
 - (i) When the total outstanding Class "A" votes in the Association equals or exceeds the total outstanding Class "B" votes; or
 - (ii) Ten years from the date of recording the Declaration; or
 - (iii) At such earlier time as the Declarant, in its discretion, may so elect.

Upon the happening of any one of these events, Declarant shall call a special meeting of the Members to advise of the termination of Class "B" membership.

§4.4 Veto Power. Declarant shall have veto power over all actions of the Association and the Board of Directors of the Association. This power shall expire when the Declarant no longer owns any land within the Property or ten years from the date of recording the Declaration, whichever occurs first. The veto shall be exercised as follows:

- (a) The Declarant must exercise its veto at or prior to the meeting discussing the prospective action, policy or program the Board is entertaining. This veto power shall not include the authority to require any affirmative action on behalf of the Board or the Association.
- (b) If any action, policy or program is to be implemented by prior consent without the formality of a meeting, then Declarant shall be provided a written notice and description of the proposed action, policy or program at least ten days in advance of such implementation, and Declarant shall then have ten days to exercise its veto.

§4.5 Multiple Owners. Each vote in the Association must be case as a single vote. Fractional votes shall not be allowed. If more than one Class "A" vote is cast for any particular Lot, none of said votes shall be counted, but shall be deemed void.

ARTICLE V DIRECTORS

§ 5.1 Number of Board Members. The affairs of the Association will be managed by a board of directors as set by the Bylaws, and in the absence of such determination shall consist of a minimum of two (2) directors.

§ 5.2 Appointment or Election. Directors of the Association shall be appointed or elected at the annual meeting of the Members in the manner determined by the Bylaws.

§ 5.3 Initial Board. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

NAMES: Bedford Wilder and G. Matthew Brown

ADDRESS: P.O. Box 3606, Tallahassee, Florida 32315

ARTICLE VI OFFICERS

§ 6.1 Offices. The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the Board shall from time to time determine. Such officers shall be elected as set forth in the Bylaws. Officers shall serve with or without compensation (as determined in the Bylaws) at the pleasure of the Board. The same person may hold multiple offices if so elected.

ARTICLE VII
INDEMNIFICATION

§ 7.1 Director & Officer Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney and paralegal fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII
BYLAWS

§ 8.1 Adoption. The Bylaws shall be adopted by the Board of Directors and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

§ 9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

§ 9.2 Proposal and Adoption. An amendment may be proposed by either the board of directors or by the membership of the Association. Except as otherwise provided herein, a resolution adopting a proposed amendment must receive approval of not less than two-thirds (2/3) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Articles may be amended by not less than two-thirds (2/3) of all the directors and by not less than a two-thirds (2/3) vote of the Members of the Association at a duly called meeting of the Association. Directors and Members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting; provided however, this agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.

§ 9.3 Effective Date of Amendments. An amendment shall be effective when filed with the Secretary of State of the State of Florida.

§ 9.4 Developer Amendments. Developer amendments to these Articles may be made in the same manner as stated in the Declaration.

§ 9.5 Accord. Any amendments to these Articles shall be in accord with the terms and provisions of the Declaration.

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EXECUTION

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature this

15th day of August, 2012.

WITNESSES:

M. Freeland
Signature

Monica M. Freeland
Printed Name

Tanya Weiss
Signature

Tanya Weiss
Printed Name

INCORPORATOR SIGNATURE:

PREMIER BANK, A FLORIDA BANKING CORPORATION., a Florida corporation

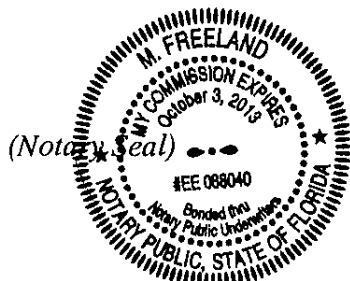
By: D. Bedford Wilder
D. Bedford Wilder, Vice President

NOTARY

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared D. Bedford Wilder as Vice President on behalf of Premier Bank, a Florida banking corporation. He acknowledged that he executed the foregoing instrument on behalf of the company pursuant to due authority therefrom. He is personally known to me.

WITNESS my hand and seal this 15th day of August, 2012.



M. Freeland
Notary Signature

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance
with said Act:

That PD PROPERTY OWNERS ASSOCIATION, INC., desiring to organize
under the laws of the State of Florida with its principal office indicated in the articles of
incorporation in the City of Tallahassee, County of Leon, State of Florida, has appointed
Monica M. Freeland, Esq., as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the
place designated in this certificate, I hereby accept to act in this capacity and agree to
comply with the provision of said Act relative to being available at said location.


Monica M. Freeland

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