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ORDER DATE : April 5, 1996

ORDER TIME : 10:04 AM

ORDER NO. : 900709

CUSTOMER NO: 113376A

CUSTOMER: Mr. J. Marcus Vernon
MR. J. MARCUS VERNON

500001771009

577 South Duncan Avenue

Clearwater, FL 34616

DOMESTIC FILING

NAME: PINEFOREST HOMEOWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: JENNIFER MORAN

EXAMINER'S INITIALS: _____

4-5-96
JD
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96 APR -5 PM 12:12
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
PINEFOREST HOME OWNERS' ASSOCIATION, INC.
a corporation not-for-profit**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME OF CORPORATION

The name of the corporation shall be Pineforest Homeowners' Association, Inc., a corporation not-for-profit under the provisions of the laws of the State of Florida (hereinafter referred to as the "Association").

ARTICLE II - DEFINITIONS

Unless defined in these Articles of Incorporation (the "Articles") or the Bylaws of the Association (the "Bylaws"), all terms used in the Articles and Bylaws shall have the same meanings as used in the Declaration of Covenants, Conditions and Restrictions for Pineforest Homeowners' Association, Inc. (the "Declaration").

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal office of the Association is located at 101 Phillippe Parkway, Suite 300, Safety Harbor, Florida 34695.

ARTICLE IV - INITIAL REGISTERED AGENT

J. Marcus Vernon, whose address is 577 Duncan Avenue South, Clearwater, Florida 34616, is hereby appointed the initial registered agent of this Association.

ARTICLE V - INCORPORATOR

The name and street address of the Incorporator is J. Marcus Vernon, 577 South Duncan Avenue, Clearwater, Florida 34616.

**ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area within that certain tract of property

as will be recorded in the plat of Pineforest in the public records of Pinellas County, Florida, to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the Property and recorded or to be recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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 against the real or personal property of the Association;

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

(d) borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of Members;

(g) have and to exercise to the fullest extent under the law and all powers, rights and privileges which a corporation not-for-profit, organized under the laws of the State of Florida, may now or hereafter have or exercise;

(h) operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the South West Florida Water Management District permit (or permits as may be applicable) requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and

collect adequate assessments against Members of the Association for the maintenance and repair of the Surface Water or Stormwater Management Systems including but not limited to work within retention areas, drainage structures and drainage easements. The Association shall be required to monitor and exercise practices which shall provide drainage, water storage, conveyance, survival and growth of installed aquatic plant material or other Surface Water or Storm Water Management requirements as permitted by the South West Florida Water Management District and Pinellas County.

ARTICLE VII - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VIII - VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the earlier of the two following events:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on the date exactly four years from the recording of the Declaration.

ARTICLE IX - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board consisting of no less than three (3) and no more than nine (9) Directors, who need not be Members of the Association. The number of Directors shall always consist of an odd number. The initial number of Directors shall be three (1) and may be changed by amendment of the Bylaws. The names and

addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Keith Bass	101 Phillippe Parkway Suite 300 Safety Harbor, Florida 34695
Stephen D. Hove	101 Phillippe Parkway Suite 300 Safety Harbor, Florida 34695
Louise Hove	101 Phillippe Parkway Suite 300 Safety Harbor, Florida 34695

At the first annual meeting the Members shall elect one Director for a term of one year, one Director for a term of two years and one Director for a term of three years; and at each annual meeting thereafter the Members shall elect one Director for a term of three years. In the event the number of Directors is more than three, additional Directors shall be elected for a term of three years.

ARTICLE X - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Bylaws as shall be elected by the Board of Directors at its first meeting, following the first annual meeting of the general membership, and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, all corporate offices shall be held by Keith Bass.

ARTICLE XI - INDEMNIFICATION

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for dues, assessments or fees as provided by law.

ARTICLE XII - BYLAWS

Bylaws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy, except that the Federal Housing Administration ("FHA") or the Veterans Administration ("VA") shall have the right to veto amendments while there is a Class B membership.

ARTICLE XIII - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40D-42.027, Florida Administration Code, and be approved by the South West Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIV - DURATION

The duration of this Association shall be perpetual.

ARTICLE XV - AMENDMENTS

Amendment of these Articles shall require the consent of seventy-five percent (75%) of the entire membership of the Association.

ARTICLE XVI - CONFLICT

In the event that any provision of these Articles conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of these Articles conflicts with any provision of the Bylaws, the provision of the Articles shall control.

ARTICLE XVII - FHA/VA APPROVAL

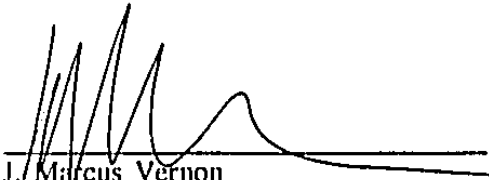
Upon Pineforest receiving FHA/VA approval, and as long as a Class B membership exists, the following actions require the prior approval of the FHA/VA: annexation of additional properties, mergers and consolidations, mortgaging of the Common Areas, dedication of Common Areas, dissolution of the Association or amendment of these Articles or the Bylaws of the Association.

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, 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.

PINEFOREST HOMEOWNERS' ASSOCIATION, INC., desiring to organize as a corporation not-for-profit under the laws of the State of Florida with its registered office at 101 Phillippe Parkway, Suite 300, Safety Harbor, Florida 34695, has named J. Marcus Vernon located at the above registered office, as its Registered Agent to accept service of process within this state. The corporate mailing address is not the same as the Registered Office address with the corporate office being 101 Phillippe Parkway, Suite 300, Safety Harbor, Florida 34695.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



J. Marcus Vernon
Incorporator and Registered Agent