

N 96000006407

(Requestor's Name)

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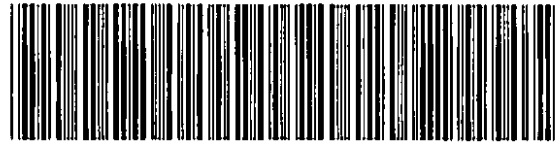
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FILED
2019 APR -3 PM 6:38
COSTA MESA

C. GOLDEN
APR - 4 2019

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SUITE 250
5550 WEST EXECUTIVE DRIVE
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March 29, 2019

Claretha Golden
Florida Department of State: Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

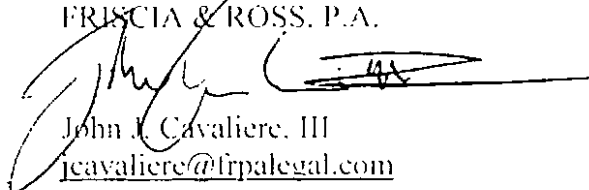
Re: **Pine Grove Reserve Homeowners Association, Inc.**
Ref. Number N96000006407

Dear Ms. Golden,

As you know, this firm represents the interest of Pine Grove Reserve Homeowners Association, Inc. We are in receipt of your letter regarding the Amended and Restated Articles of Incorporation that we recently sent to your office for filing. It appears the Amended Articles were rejected because the office and registered agent were inconsistent in the body of the document. Enclosed is an updated version reflecting the current registered agent information as indicated by your letter and the note attached to the previous document.

Please let me know if you have any questions. Thank you for your time and assistance with this matter.

Very truly yours,
FRISCIA & ROSS, P.A.



John J. Cavaliere, III
jcavaliere@frpalegal.com

JJC\os
Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 21, 2019

JOHN J. CAVALIERE, III
5550 WEST EXECUTIVE DRIVE
SUITE 250
TAMPA, FL 33609

SUBJECT: PINE GROVE RESERVE HOMEOWNERS' ASSOCIATION INC.
Ref. Number: N96000006407

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return 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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 019A00005632



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 11, 2019

JOHN J. CAVALIERE, III
5550 WEST EXECUTIVE DRIVE
SUITE 250
TAMPA, FL 33609

SUBJECT: PINE GROVE RESERVE HOMEOWNERS' ASSOCIATION INC.
Ref. Number: N96000006407

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return 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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 219A00002921



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 29, 2019

FRANCIS E. FRISCIA, ESQUIRE
5550 WEST EXECUTIVE DRIVE
SUITE 250
TAMPA, FL 33609

SUBJECT: PINE GROVE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: 760980

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 519A00002033

RECEIVED
2019 FEB -7 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FL

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PINE GROVE RESERVE HOMEOWNERS' ASSOCIATION INC.
A Florida Corporation Not for Profit

FILED

2019 APR -3 PM 6:38

This Amended and Restated version of the Articles of Incorporation of Pine Grove Reserve Homeowners' Association, Inc., incorporates all amendments to the original Articles of Incorporation, which were filed with the Secretary of State on December 16, 1996. The amendment incorporated herein was previously approved by the members with the sufficient number of votes at a meeting held on March 3, 2018, and recorded in the Official Records of Hillsborough County, Florida on March 22, 2018, in Official Records Book 25639, Pages 182-97.

This Amended and Restated version of the Articles of Incorporation has been prepared and is recorded solely for the purpose of incorporating the amendments to the Articles of Incorporation that were recorded in 2018. This Amended and Restated version makes no changes to the Articles of Incorporation except as is specifically set forth in the amendment referenced above. Said amendment is incorporated into this Amended and Restated version in order to clarify the current Articles of Incorporation of the Pine Grove Reserve Homeowners Association, Inc., and in order to eliminate any confusion or ambiguity regarding the Articles of Incorporation of Pine Grove Reserve Homeowners Association, Inc.

* * *

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Pine Grove Reserve Homeowners' Association, Inc., a Florida corporation not for profit (hereinafter called the "Association" in these articles).

ARTICLE II
OFFICE AND REGISTERED AGENT

This Association's registered office is 14914 Winding Creek Court, Tampa, Florida 33613, in Hillsborough County, Florida, and its registered agent is Terra Management Services LLC, who maintains a business office at 14914 Winding Creek Court, Tampa, Florida 33613. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property (hereinafter called "the Property") in Hillsborough County, Florida.

ARTICLE IV
POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called "the Declaration") applicable to the property and recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full, including the maintenance and operation of the surface water management system;
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs. The Association shall operate and maintain the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.
- (c) Assessments. Fix, Levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration, for the purposes expressed therein including the operation and maintenance of the surface water management system; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.
- (e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.
- (f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.
- (g) Mergers. With the approval of two-thirds of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.
- (h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property, and members' responsibilities, consistent with the rights and duties established by the Declaration and these Articles.
- (i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.
- (j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI 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 (as defined in the Declaration) 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 (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (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 anniversary date five years from the date when the first Lot is conveyed to an individual purchaser.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number of three or more but not to exceed (5). The initial directors named below shall serve until this association's first annual meeting. The term of office for all directors is two years, with staggered terms. At the election of directors conducted during the 2018 annual meeting, the two directors receiving the most votes shall serve for an initial term of two years. The director receiving the third most votes shall serve for a term of one year and the term of that seat shall be up for election at the 2019 calendar year election. That one director who is elected at the 2019 annual meeting shall then serve for a term of two years. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining directors, even if less than a quorum. Any director may succeed himself or herself in office. All directors will be elected by secret written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Kenneth W. Franklin, Jr., President/Director
Kenneth Franklin, Sr., Vice President/Director
Kevin McGuiness, Secretary/Treasurer/Director

Address: 3609 Cinnamon Trace
Valrico, Florida 33594

ARTICLE VIII INCORPORATOR

The name and residence of the incorporator is:

Name: Judith L. James
Address: 325 South Boulevard
Tampa, Florida 33606

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any similar nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X DURATION

This Association exists perpetually.

ARTICLE XI BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) of each class of members, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in

writing of seventy-five percent (75%) of the entire membership, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, Pine Grove Reserve Homeowners' Association, Inc., has caused these Amended and Restated Articles of Incorporation to be executed in its name on this 19 day of December, 2018.

PINE GROVE RESERVE HOMEOWNERS'
ASSOCIATION, INC.

Robert Paterson
Robert Paterson, President

Connie R. Cline
Signature of Witness
Connie R. Cline
Printed Name of Witness

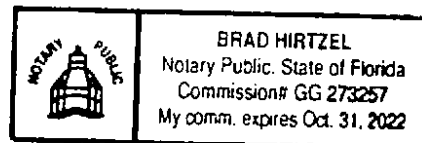
Michael Rudder
Signature of Witness
Michael Rudder
Printed Name of Witness

STATE OF FLORIDA
COUNTY OF HERNANDO

Sworn and subscribed before me on this 19 day of December, 2018, by Robert Paterson as President of Pine Grove Reserve Homeowners' Association, Inc., a Florida corporation, not-for-profit, on behalf of the corporation who is personally known to me or has produced a Florida Driver's License as identification.

Brad Hirtzel
Notary Public
Brad Hirtzel
Signature of Notary Public

My Commission Expires: 10-31-18



Michael Rodder
Signature of Witness
Michael Rodder
Printed Name of Witness

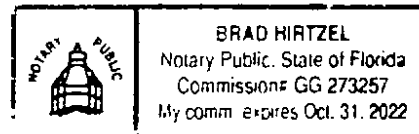
Connie Cline
Connie Cline, Secretary
Robert Paterson
Signature of Witness
Robert Paterson
Printed Name of Witness

STATE OF FLORIDA
COUNTY OF HERNANDO

Sworn and subscribed before me on this 19 day of December, 2018, by Connie Cline as Secretary of Pine Grove Reserve Homeowners' Association, Inc., a Florida corporation, not-for-profit, on behalf of the corporation who is personally known to me or has produced a Florida Driver's License as identification.

Brad Hirtzel
Notary Public
Brad Hirtzel
Printed Name of Notary Public

My Commission Expires: 10-31-22



CERTIFICATE OF MEMBERSHIP APPROVAL OF AMENDMENTS

The amendment incorporated into these Amended and Restated Articles of Incorporation was duly adopted by the members with the sufficient number of votes for approval on March 3, 2018. The amendment was recorded in the Official Records of Hillsborough County on March 22, 2018 at O.R. Book 25639, Page 190.

I hereby certify, on behalf of the Pine Grove Reserve Homeowners' Association, Inc., that the above information is true and correct on this 14 day of December, 2018.

Pine Grove Reserve Homeowners'
Association, Inc.

Robert Paterson
Robert Paterson, President

Michael Radder
Signature of Witness
Michael Radder
Printed Name of Witness

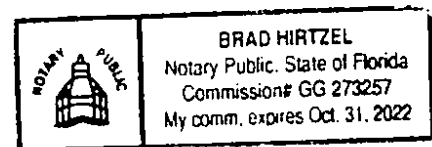
Connie R Cline
Signature of Witness
Connie R Cline
Printed Name of Witness

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn and subscribed before me on this 14 day of December, 2018, by Robert Paterson, as President of Pine Grove Reserve Homeowners' Association, Inc., a Florida corporation, not-for-profit, on behalf of the corporation who is personally known to me or has produced a Florida Driver's License as identification.

Brad Hirtzel
Notary Public
Brad Hirtzel
Signature of Notary Public

My Commission Expires: 10-31-22



CERTIFICATE DESIGNATING REGISTERED AGENT

The board of directors of Pine Grove Reserve Homeowners' Association, Inc., has designated Terra Management Services LLC, whose address is 14914 Winding Creek Court, Tampa, FL, 33613, to be its registered agent.

I hereby certify, on behalf of the Pine Grove Reserve Homeowners' Association, Inc., that the above information is true and correct on this 25th day of February, 2019.

PINE GROVE RESERVE HOMEOWNERS'
ASSOCIATION, INC.


Robert Paterson, President

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

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 relative to the proper and complete performance of my duties, and I am hereby familiar with and accept the obligation of my position as Registered Agent of Pine Grove Reserve Homeowners' Association, Inc.

TERRA MANAGEMENT SERVICES LLC


David M. Felice, Manager

Date: 3-11-19

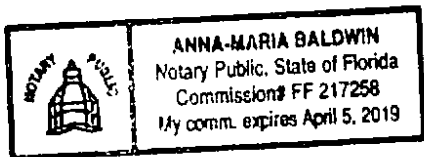
This certificate is attached to a 1 page document dealing with/entitled Certificate Designating Registered Agent and dated 25 February
(# Of Pages)

Oath or Affirmation Certificate

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Sworn to (or affirmed) and subscribed before me this 25 day of February, 2019.

By Robert Paterson (name of person making statement).



(NOTARY SEAL)

Anna Maria Baldwin
Notary Public

Personally Known _____ OR Produced Identification ☒

Type of Identification Produced Florida Driver License