

ARTICLES OF INCORPORATION

OF

PINEBROOK TOWNE HOUSE ASSOCIATION, INC.

In compliance with the requirements of Florida Statutes 617.013, the undersigned, all of whom are residents of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

Name

The name of the corporation shall be PINEBROOK TOWNE HOUSE ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

✓ Principal Office

The principal office of the Association shall be located in Florida. The initial mailing address of the Association shall be at Post Office Box 0475, Pinellas Park, Florida 34290-0475.

ARTICLE III

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 the maintenance, preservation and architectural control of a townhouse development to be known as Pinebrook Estates, Phase Two, located in Pinellas County, Florida, pursuant to a Declaration (hereafter "Declaration") of Covenants, Easements and Restrictions to be recorded in the Public Records of Pinellas County, Florida, by Pulte Home Corporation ("Developer"), and any additions thereto as may hereafter be brought within the jurisdiction of this Association by Developer filing an amendment to said Declaration submitting additional property

to the Declaration. Initially only Unit 2 of said development will be administered by the Association but Developer has the option to add additional phases or "units" as set forth in the Declaration, and all such additional "units" will be administered by this Association. For this purpose, the Association shall have the power 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, as the same may be amended from time to time as therein provided; provided, however, that the day to day maintenance and/or management activities of the Association may be delegated to a property management firm or other similar business entity or institution;

(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 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 Areas (to be defined in the Declaration) to any public agency, authority, or utility for such

purposes and subject to such conditions as may be agreed to 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 non-profit corporations organized for the same purposes provided that any such merger, consolidation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV

Membership

Every person or entity who is a record owner of a fee or undivided fee interest in a Townhouse Lot, including contract sellers, shall be a member of the Association. The term "Townhouse Lot" shall mean each platted lot which has been submitted to the Declaration by Developer on which a residential dwelling has been constructed. In addition, Developer shall be a member of the Association even if Developer does not own any Townhouse Lots until five (5) years from the date of construction of the first townhouse on a Townhouse Lot by Developer. Members shall not include persons or entities who only hold a security interest in a Townhouse Lot. Membership shall be appurtenant to and may not be separated from ownership of any Townhouse Lot and a member's share of or interest in the assets of the Association cannot be transferred or hypothecated except as an appurtenance to his Townhouse Lot.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners (as defined in the Declaration), with the exception of the Developer, and shall be entitled to one (1) vote for each Townhouse Lot owned. When more than one person or entity holds an interest in any Townhouse Lot, all such persons or entities shall be members. The vote for such Townhouse Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Townhouse Lot.

Class B. The Class B member shall be the Developer who shall be entitled to (a) three (3) votes for each Townhouse Lot and (b) three (3) votes for each proposed residential dwelling which is not a Townhouse Lot (because it has not been submitted to the Declaration by Developer) shown on the "Master Plan of Development of Pinebrook Estates, Phase Two, Units 2 through 7," approved as a planned residential unit development by the City Council of Pinellas Park, Florida, on July 28, 1983, and (c) three (3) votes for each proposed residential dwelling which is not a Townhouse Lot (because it has not been submitted to the Declaration by Developer) shown on the "Master Plan of Development of Pinebrook Estates, Phase Two, Unit 3," to be approved by the City Council of Pinellas Park, Florida. The Class B membership shall cease and be converted to Class A membership on the happening of either 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) five (5) years from the date of the commencement of construction of the first building on a Townhouse Lot by Developer; or

(c) upon the election of Developer.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

| | |
|--------------------|--|
| Patrick M. Annessa | P. O. Box 270900 Tampa, Florida 33688 |
| H. Douglas Tripp | P. O. Box 270900 Tampa, Florida 33688 |
| John P. Coleman | P. O. Box 270900 Tampa, Florida 33688 |

At the first annual meeting and at each annual meeting thereafter, the members shall elect the three (3) directors, each for a term of one (1) year.

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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:

| | | | |
|----------------|---|--------------------|--|
| President | - | John P. Coleman | P. O. Box 270900 Tampa, Florida 33688 |
| Vice-President | - | H. Douglas Tripp | P. O. Box 270900 Tampa, Florida 33688 |
| Secretary | - | Patrick M. Annessa | P. O. Box 270900 Tampa, Florida 33688 |
| Treasurer | - | Patrick M. Annessa | P. O. Box 270900 Tampa, Florida 33688 |

ARTICLE VIII

Indemnification

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of gross negligence or willful misconduct in the performance of his duties; provided, that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association: The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE IX

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided in the By-Laws.

ARTICLE X

Declaration

In the event of any conflict between these Articles and the Declaration, the provisions of the Declaration shall control.

ARTICLE XI

Amendments

Amendments to the Articles of Incorporation shall be adopted in the following manner: notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is considered; a resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Association, and shall be considered at a joint meeting of members and directors; directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting; a resolution adopting a proposed amendment shall require the approval of a majority of the directors and at least a majority vote of the Association.

The Articles may also be amended without a meeting by the written joinder and consent to the amendment by all of the directors and all of the Members.

Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all of the members and joinder of all record owners of mortgages on Townhouses. No amendment shall be made that is in conflict with the Declaration.

Amendments shall not be effective until a copy certified by the Association as having been properly adopted has been recorded in the Public Records of Pinellas County, Florida.

ARTICLE XII

Subscribers:

The name and address of the incorporator of the Association and subscriber of these Articles of Incorporation is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| John W. Freemann | P. O. Box 270900 Tampa, Florida 33638 |

ARTICLE XIII

Registered Office and Agent

The street address of the Association's initial registered office is 1739 West Fletcher Avenue, Tampa, Florida 33612, and the name of the Association's initial registered agent at such office is John W. Freemann. The Association may change its registered office or agent or both by filing with the Department of State of the State of Florida a statement complying with Florida Statute 607.037.

ARTICLE XIV

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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XV

Duration

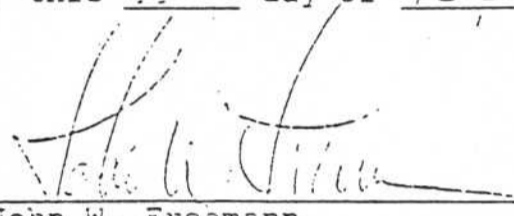
The corporation shall exist perpetually.

ARTICLE XVI

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 other than additional "phases" or "units" as provided in the Declaration, mergers and consolidations, mortgaging of Common Areas, dedication of Common Areas, dissolution and amendment of these Articles.

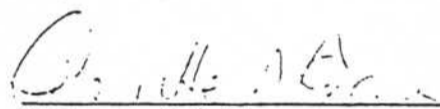
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation for the uses and purposes expressed herein, this 3rd day of April, 1964.



John W. Freemann

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3rd day of April, 1964, by John W. Freemann.



Notary Public

My Commission Expires:
NOTARY PUBLIC, State of Florida
My Commission Expires Mar. 15, 1966

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

In pursuance of Chapter 48.091, Florida Statutes,
the following is submitted, in compliance with said Act:

PINEBROOK TOWNE HOUSE ASSOCIATION, INC., desiring to
organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorpor-
ation at City of Tampa, County of Hillsborough, State of
Florida, has named John W. Freemann, c/o Pulte Home Corpora-
tion, 1739 West Fletcher Avenue, City of Tampa, County of
Hillsborough, State of Florida, as its agent to accept
service of process within this state.

DATED this 7th day of June, 1984.

PINEBROOK TOWNE HOUSE
ASSOCIATION, INC.

By: John P. Coleman
President

Having been named to accept service of process for the
above stated corporation, at place designated in this certif-
icate, I hereby accept to act in this capacity, and agree to
comply with the provision of the above mentioned statute
relative to performance of my duties.

John W. Freemann
John W. Freemann

FWC3/bb