

**Articles of Incorporation
Pinewood Village**

State of Florida

DEPARTMENT OF STATE • DIVISION OF CORPORATIONS

I certify that the following is a true and correct copy of
Amendment to Articles of Incorporation of PINEWOOD
VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida
corporation not for profit, filed on April 7, 1978, as
shown by the records of this office.

The charter number of this corporation is 741514.

GIVEN under my hand and the Great
Seal of the State of Florida, at
Tallahassee, the Capital, this the
7th day of April, 1978.



James A. Smathers
SECRETARY OF STATE

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

REC'D
MAR 7 3 17 PM '78

OF

PINEWOOD VILLAGE CONDOMINIUM ASSOCIATION, INC.

PINEWOOD VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, under its corporate seal and hands of its President, FRANK MACAGNONE, and Secretary PAMELA DROSTE (former Pamela Westmoreland) hereby certify that:

I.

The Board of Directors and Membership of said corporation at a meeting held on March 29, 1978 adopted the following resolution:

"BE IT RESOLVED that the Articles of Incorporation filed February 2, 1978, be and the same are hereby amended in the manner following:

The sheet attached to the Articles of Incorporation styled PINEWOOD VILLAGE CONDOMINIUM and marked Exhibit "D" PAGE 2 be and the same is hereby deleted in its entirety and Exhibit "A" attached hereto is substituted in lieu thereof.

II.

The foregoing resolution was adopted and approved in writing by all of the Directors of the corporation and all of its members, and that the undersigned constitutes all of the members and directors of the corporation.

IN WITNESS WHEREOF, said corporation has caused this Certificate to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary this 29th day of March, A. D. 1978.

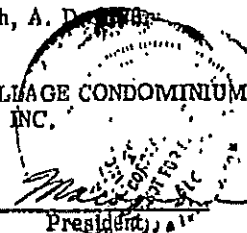
Witnesses:

[Signature]
[Signature]

PINEWOOD VILLAGE CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
President

Attest: [Signature]
Secretary



STATE OF FLORIDA)
COUNTY OF PINELLAS)

D.P. 4680 1A-1119

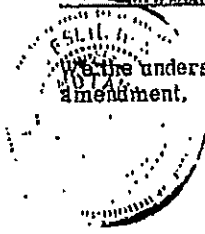
I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Frank Macagnone and Pamela Droste well known to me to be the President and Secretary of PINWOOD VILLAGE CONDOMINIUM ASSOCIATION, INC., in the foregoing and they severally acknowledged executing the same in the presence of two subscribing witnesses, freely and voluntarily under authority duly vested in them by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of March, A. D. 1978.

My commission expires:
Notary Public, State of Florida at Large
My Commission Expires Feb. 10, 1981

Lucas Amund
Notary Public - State of Florida

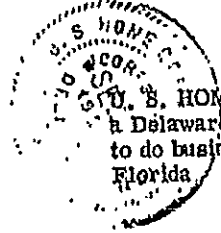
The undersigned hereby approve, consent to and adopt the foregoing amendment.



Frank Macagnone
FRANK MACAGNONE

Heleen I. Sarver
HELEEN I. SARVER

Pamela Droste
PAMELA DROSTE
(formerly Pamela Westmoreland)
(Directors)



U.S. HOME CORPORATION,
a Delaware corporation authorized
to do business in the State of
Florida

Louella P. Nicholas
(Owner of Unit 104)

By: *Frank Macagnone*
FRANK MACAGNONE,
Division President
(as to owner of all units
other than the foregoing)

Samuel S. Sings
(Owner of Unit 105)

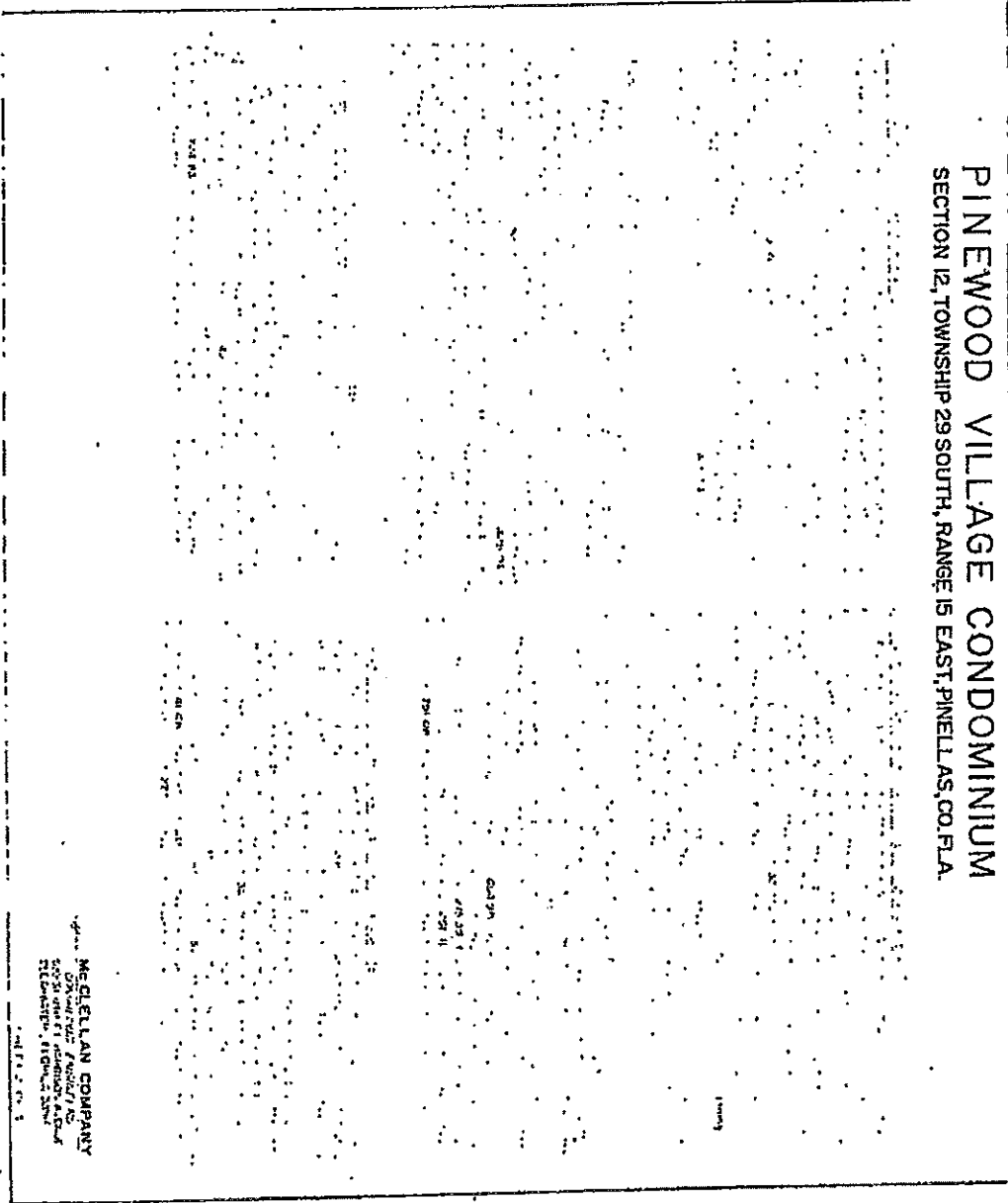
Arletha L. Smith
Patrice P. Smith
(Owner of Unit 205)

John P. Pochialan
(Owner of Unit 305)

Anna Valientes
(Owner of Unit 306)

THE ORIGINAL OF THIS INSTRUMENT IS VERY POOR

PINEWOOD VILLAGE CONDOMINIUM
SECTION 12, TOWNSHIP 29 SOUTH, RANGE 15 EAST, PINELLAS CO. FLA.



McLELLAN COMPANY
2000 25th St. N. Pinellas County, FL
St. Petersburg, FL 34704

Exhibit "A"
Amended Exhibit "C" Sheet 2

RECORDER'S MEMO:
Legibility of Writing, Typing
or Printing unsatisfactory in
this document when received.

ARTICLES OF INCORPORATION
OF
PINEWOOD VILLAGE CONDOMINIUM
ASSOCIATION, INC.

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

ARTICLE I.

Name

The name of the corporation shall be PINEWOOD VILLAGE CONDOMINIUM. For convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE II.

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act of the State of Florida for the operation of PINEWOOD VILLAGE CONDOMINIUM, a condominium to be located upon those certain lands in Pinellas County, Florida, legally described on Exhibit "A" attached hereto and made a part hereof under the heading DESCRIPTION OF LANDS INCLUDED IN PHASE I.

2.2 The condominium is a phase condominium and may be expanded to include additional land in subsequent phases II, III, IV, V and VI respectively, which are also described on Exhibit "A" attached hereto.

2.3 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III.

Power

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set

forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as it may be amended from time to time, including, but not limited to, the following:

a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.

b. To use the proceeds of assessments in the exercise of the powers and duties.

c. The maintenance, repair, replacement and operation of the condominium property, including easements.

d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.

g. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the regulations for the use of the property in the condominium.

h. To contract for the management of the Condominium and to delegate to such manager all such powers and duties of the Association that are necessary in the opinion of the directors of the Association for manager to effectively manage same.

i. To employ personnel to perform the services required for proper operation of the condominium.

j. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities, including but not limited to, country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

k. To acquire by purchase or otherwise condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

l. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws.

m. To enter into agreements with the Developer, other Condominium Associations, or any other legal entity for the maintenance, replacement or repair of properties of any used in common with others, such as, but not limited to, subdivision-type improvements.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV.

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Members

4.1 The members of the Association shall consist of all of the record owners of apartments in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4 The owner of each apartment shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

4.5 The terms "apartment" and "apartment owner" or "owners" shall have the same meaning as "unit" and "unit owner" or "owners" as same are defined in the Condominium Act.

ARTICLE V.

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination, shall consist of three directors. The initial directors need not be members of the Association. All subsequent directors shall be members of the Association.

5.2 Directors of the Association, other than the initial directors and directors elected pursuant to Section 5.3, shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The fee owner of the land and Developer of the condominium property is U. S. Home Corporation, a Delaware corporation authorized to do business in the State of Florida.

Association control shall be transferred from the Developer to unit owners, other than the Developer, in the manner provided for in Florida Statutes 718.301. The Directors named in these Articles and Directors elected pursuant to the provisions of said 718.301 shall serve until the first annual election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

| | <u>Names</u> | <u>Addresses</u> |
|----------------|---------------------|---|
| President | Frank Macagnone | 2887 Cedar Run Court Clearwater, Florida 33519 |
| Vice-President | Helen I. Sarver | 1344 Summerlin Drive Clearwater, Florida |
| Secretary | Pamela Westmoreland | 19450 Gulf Boulevard #405 Indian Shores, Florida 33535 |

ARTICLE VI.

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 | Frank Macagnone | 1887 Cedar Run Court Clearwater, Florida 33518 |
| Vice-President | Helen I. Sarver | 1344 Summerlin Drive Clearwater, Florida |
| Secretary | Pamela Westmoreland | 10450 Gulf Boulevard #405 Indian Shores, Florida 33535 |

ARTICLE VII.

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 willful misfeasance or malfeasance 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 VIII.

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 by the By-Laws.

ARTICLE IX.

Amendments

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

9.1 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 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

a. such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

b. by not less than 80% of the votes of the entire membership of the Association.

9.3 Provided, however that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article III without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

ARTICLE X

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

| <u>Names</u> | <u>Addresses</u> |
|---------------------|---|
| Frank Macagnone | 2887 Cedar Run Court Clearwater, Florida 33519 |
| Helen I. Sarver | 1344 Summerlin Drive Clearwater, Florida |
| Pamela Westmoreland | 19450 Gulf Boulevard #405 Indian Shores, Florida 33535 |

ARTICLE XI

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Association Address

The office of the Association shall be at 1437 Belcher Road South, Suite 301, Clearwater, Florida 33516, Attn: Southwest Management, Inc.

ARTICLE XII

Registered Office - Registered Agent

The registered office of the Association is at 1437 South Belcher Road, Suite 301, Clearwater, Florida 33516. The registered agent is Helen I. Sarver, a resident of the State of Florida whose business office is identical with that of the registered office.

ARTICLE XIII

Term

The term for which this corporation shall exist is perpetual.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 16th day of January, A. D. 1978.

Frank Macagnone
FRANK MACAGNONE

Helen I. Sarver
HELEN I. SARVER

Pamela Westmoreland
PAMELA WESTMORELAND

STATE OF FLORIDA)
) BB
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared FRANK MACAGNONE, HELEN I. SARVER and PAMELA WESTMORELAND, after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16th day of January, A. D. 1978.

My commission expires:
Notary Public, State of Florida at Large
My Commission Expires Feb. 10, 1981
Bonded by American Surety & Guaranty Company

Lois H. ...
Notary Public - State of Florida

(SEAL)

