

PRISTINE PLACE HOMEOWNERS' ASSOCIATION

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ARTICLES OF INCORPORATION
OF
PRISTINE PLACE HOMEOWNERS' ASSOCIATION, INC.

RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, INC., the
incorporator, hereby forms a corporation not for profit.

ARTICLE I
NAME

The name of the corporation shall be **PRISTINE PLACE HOMEOWNERS'**
ASSOCIATION, INC.

ARTICLE II
TERM

The corporation shall exist perpetually. Corporate existence shall commence on December 15, 1989, the date of subscription and acknowledgment of these articles of incorporation, provided that these articles of incorporation are filed by the State of Florida Department of State within five days, exclusive of legal holidays, after such date. Otherwise, corporate existence shall commence on the filing of these articles of incorporation by the State of Florida Department of State.

ARTICLE III
PURPOSE

The corporation shall be organized and incorporated not for pecuniary profit and shall be organized and operated as a “homeowners association” as that term is defined by Section 528 (c) (1) of the Internal Revenue Code of 1986, to provide for the acquisition, construction, management, maintenance, and care of “association property”, as that term is defined by Section 528 (c) (4) of the Internal Revenue Code of 1986, with respect to a subdivision, development, or similar area substantially all the lots or buildings of which may only be used by individuals for residences, to-wit:

PRISTINE PLACE, according to the plat recorded in Plat Book 24, at page 12, of the public records of Hernando County, Florida, together with so much of the real property described in Exhibit “A”, which is attached hereto and, by this reference, made a part hereof, as PARK AVENUE COMMUNITIES, INC., subject to that certain DECLARATION OF EASEMENTS, COVENANTS, CONDITIONS, AND RESTRICTIONS FOR PRISTINE PLACE, recorded in the public records of Hernando County, Florida all in accordance with the provisions of the said declaration, as amended from time to time, (the “Declaration”).

ARTICLE IV
MEMBERS

Every Owner of a fee simple interest in any Lot (as that term is defined in the Declaration) shall be a member of the corporation. The foregoing is not intended to include persons or entities whose interest is merely security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, the title to each Lot.

Transfers of membership in the corporation shall be made on the books of the corporation and shall be established by recording in the public records of Hernando County, Florida, a deed or other instrument establishing or transferring a fee simple interest in a Lot. Thereupon, the transferor's membership in the corporation shall terminate.

ARTICLE V
REGISTERED OFFICE and REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 980 Tyrone Boulevard, St. Petersburg, FL 33710. The initial registered agent at that address shall be RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, INC.

ARTICLE VI
DIRECTORS

The affairs and property of this corporation shall be managed and governed by a board of directors composed of not less than three (3) nor more than five (5) persons, who shall be members of the corporation, except as provided below. The initial board of directors shall have three (3) members. Thereafter, the number shall be determined in accordance with the bylaws of the corporation.

The name and street address of each member of the initial board of directors are:

Bruce Baynard
6539 Central Avenue
St. Petersburg, FL. 33710

George F. Steigner
6539 Central Avenue
St. Petersburg, FL. 33710

Nicholas W. Nicholson
1123 North Main Street
Brooksville, FL. 34601

The members of the initial board of directors need not be members of the corporation. They shall serve in that capacity until the transfer of control more particularly described in Article X. Thereafter, the members shall elect members of the board of directors in accordance with the bylaws of the corporation.

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is:

RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, INC.,
980 Tyrone Boulevard, St. Petersburg, FL. 33710

ARTICLE VIII
LIABILITY

No officer, director, or member of the corporation shall be or become personally liable for any debt or other obligation of the corporation, except as expressly provided in the Declaration, these articles of incorporation, and the bylaws of the corporation.

ARTICLE IX
INDEMNIFICATION

Every director and officer of the corporation, and every member of the corporation serving the corporation at its request, shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 of the corporation or by reason of his serving or having served the corporation at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the board of directors approves the settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE X
VOTING RIGHTS; TRANSFER of CONTROL

Section 1. **Voting Classes.** The corporation shall have two (2) classes of voting members. When more than one person holds an interest in any Lot, all such persons shall be members, and shall enjoy full membership rights, privileges, and obligations. The vote for each such Lot shall be exercised as they, among themselves, determine, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot, and the vote may not be divided among the owners of any Lot.

Class A. Class A Members shall be all owners of Lots, except Park Avenue Communities, Inc., and its successors and assigns (the “Developer”), and shall be entitled to one (1) vote for each Lot owned.

Class B. Class B Members shall be the Developer and shall be entitled to one (1) vote for each Lot owned. The Class B membership shall cease when the Developer has conveyed all of the Lots to the Class A Members.

Section 2. **Transfer of Control.** Within ninety (90) days after all of the Lots have been conveyed by the Developer to the Class A Members, the Developer shall transfer control of the corporation to the Class A Members. At that time, the members of the initial board of directors of the corporation, who shall until such time be appointed by the Developer, shall resign and the Class A Members shall be entitled to elect all of the directors.

ARTICLE XI **TERMINATION**

The corporation may be dissolved in accordance with Section 720.307, (Formally Section 617.05) of the Florida Statutes. Upon dissolution of the corporation, other than incident to a merger or consolidation, the assets of the corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this corporation was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization devoted to similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the member's Lots, subject to any and all applicable assessments, whether general or special, mortgages, liens, restrictions, and other matters of record.

ARTICLE XII
AMENDMENT

Until the transfer of control described in Article I, Amendments to these articles of incorporation may be made in accordance with Section 617.017 of the Florida Statutes. Thereafter, amendments to the Articles of Incorporation shall be made by a vote of the initial board of directors.

Notwithstanding the foregoing provision of this Article XII, there shall be no amendment to these articles of incorporation which shall abridge, amend, or alter the rights of the Developer, including, but not limited to, the right to designate and select the members of the initial board of directors as provided in Article VII hereof, without the prior written consent of the Developer, nor shall there be any amendment to these articles of incorporation which shall abridge, alter, or modify the rights of any institutional mortgages.

IN WITNESS WHEREOF, the incorporate has executed these articles of incorporation this 15th day of December, 1989.

RESIDENT AGENT CORPORATION OF
PINELLAS COUNTY, INC.

By: Joel B. Giles
Joel B. Giles
Its Vice President

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JOEL B. GILES, as Vice President of RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, INC. to me well known and known to me to be person described in and who executed the foregoing instrument and he acknowledged before me that he executed the said instructions as his free and voluntary act and deed for the use and purpose therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 15th day of December, 1989.

Nancy E Olson
Notary Public

CONSENT OF REGISTERED AGENT

RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, INC., having been named as the registered agent of the corporation at the registered office designation in the foregoing articles of incorporation, consents to the designation.

RESIDENT AGENT CORPORATION OF
PINELLAS COUNTY, INC.

By: Joel B. Giles
Its Vice President