

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PINE CHASE ESTATES HOMEOWNER'S ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on March 20, 1989, as shown by the records of this office.

The document number of this corporation is N31257.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-third day of January, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

ARTICLES OF INCORPORATION

OF

PINE CHASE ESTATES HOMEOWNER'S ASSOCIATION, INC.

ARTICLE I.

The name of this corporation shall be: Pine Chase Estates Homeowner's Association, Inc.

ARTICLE II.

The street address of the initial registered office of this corporation is 1011 No. Main Street, Suite 6, Kissimmee, Florida 32743, and the name of the initial registered agent of this corporation is Barney Veal, whose address is 1011 No. Main Street, Suite 6, Kissimmee, Florida 32743.

ARTICLE III.

The general nature, objects and purposes of the Association shall be:

This Association does not contemplate pecuniary gain or profit. No part of the income of the corporation shall be distributable to its members, directors or officers thereof. The specific purposes for which it is formed are to provide for maintenance, administration and enforcement of the Declaration of Covenants and Restrictions for Pine Chase Estates and the improvement and beautification of the Common Areas in Pine Chase Estates and any Additional property as defined in the Declaration. The Declaration of Covenants and Restrictions applicable to the Property and recorded or to be recorded in the Office of Public Records of Osceola County, Florida, may be amended from time to time as provided therein, said Declaration being incorporated herein as if set forth at length. The Association shall be for the further purpose to promote the health, safety and welfare of the Owners within the above described Property and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

ARTICLE IV.

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including but not limited to, the following:

A. To exercise and enforce all of the powers, privileges and duties set forth in the above described Declaration as it presently exists and as it may be amended;

B. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration or By-Laws of the Association for all of the purposes of the Association and to create and establish reasonable reserves for all purposes;

C. To pay all expenses incident to the conduct of the business of the Association;

D. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions of agreements to effectuate all of the purposes for which the Association is organized;

E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association;

F. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association;

G. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association;

H. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust, by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association; and

I. To exercise any and all powers, rights and privileges which a corporation organized under the laws of the State of Florida with regard to corporations not for profit may now or hereafter have or exercise under said laws.

ARTICLE V.

Every person or entity who is a Declarant, as defined in the Declaration, or record Owner, as defined in the Declaration, or a fee or undivided fee interest in any Building Site 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 Property which is subject to assessment by the Association. Members shall be admitted upon acceptance of title, taking of or interest in the Property and written notices thereof to the Association.

President
Vice President
Secretary/Treasurer

Barney Veal
Carole Veal
Suzette Veal

ARTICLE IX.

The corporation shall have perpetual existence.

ARTICLE X.

The members of the Association shall adopt By-Laws consistent with these Articles and said By-Laws may be amended, altered or rescinded by the majority vote of the membership of the Association.

ARTICLE XI.

No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other legal entity in which one or more of the officers or directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an officer or director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorized such a contract or transaction, or solely because of the vote of such officer or director in connection therewith. No officer or director of the Association shall incur a liability by reason of the fact that such officer or director is or may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at the meeting of the Board of Directors or any committee thereof which authorizes contracts or transactions.

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or the Declarant or Architectural Control Committee, or is or was serving at the request of the corporation, partnership, joint venture, trust, or request other enterprise against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding,

including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, Declarant or Architectural Control Committee or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director, officer, employee, or agent of the corporation, Declarant, or Architectural Control Committee has been successful on the merits or otherwise in defense of any

1
4
7
6

7
0
1
3
5
0
1
4
7
7

action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Any indemnification under subsection (1) of subsection (2), unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in subsection (1) or subsection (2). Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the members by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon a preliminary determination following one of the procedures set forth in subsection (4) that the director, officer, employee, or agent met the applicable standard of conduct set forth in subsection (1) or subsection (2) and upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

The corporation shall make any other or further indemnification to persons (except an indemnification against gross negligence or willful misconduct) under any bylaw or agreement, approved by a majority of the members or disinterested directors, both as to action in the person's official capacity and as to action in any other capacity while holding such office.

Indemnification as provided in this section shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

If any expenses or other amounts are paid by way of indem-

7
0
1
3
5
0
1
4
7
8

nification otherwise than by court order or action by the members or by an insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, not later than the time of delivery to members or written notice of the next annual meeting of shareholders, unless such meeting is held within 3 months from the date of such payment, and, in any event, within 15 months from the date of such payment, deliver either personally or by mail to each member of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE XII.

This Association may be dissolved upon the written consent of four-fifths (4/5) of the votes entitled to be cast by the membership of the Association. 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 and shall be used for purposes similar to those for which this Association was created. In the event that such dedication is refused or in the event that those persons voting for dissolution so indicate, such assets shall be granted, conveyed or assigned to any other non-profit corporation devoted to such similar purposes.

ARTICLE XIII.

1) These Articles may be altered, amended, or repealed in the following manner:

(a) The board of directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of two-thirds (2/3) of the directors and the provisions for adoption by members shall not apply.

(b) Within the time and in the manner provided in this chapter for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual

meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving both the affirmative vote of two-thirds (2/3) of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of two-thirds (2/3) of the votes of all members entitled to vote thereon.

2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.

3) If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment shall thereby be adopted same shall be adopted as though section (1) had been satisfied.

4) Unless otherwise provided in the articles of incorporation, the members may amend the articles of incorporation without an act of the directors at a meeting for which notice of the changes to be made is given.

5) The Declaration may be amended as set forth therein and such provision is not inconsistent with these Articles, including all rights of Declarant stated therein.

6) The articles of amendment shall be executed by the corporation by its president or a vice president and by its secretary or an assistant secretary and acknowledged by one of the officers signing such articles and shall set forth:

(a) The name of the corporation.

(b) The amendments so adopted.

(c) The date of the adoption of the amendment by the members or by the board of directors, managers, or trustees when no members have been admitted.

7) The articles of amendment shall be delivered to the Department of State.

ARTICLE XIV.

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

NAME

ADDRESS

Barney Veal

2950 Old Canoe Creek Road
St. Cloud, Florida 32769

Carola Veal

2950 Old Canoe Creek Road
St. Cloud, Florida 32769

Suzette Veal

1731 Cypress Court South
St. Cloud, Florida 32769

ARTICLE XV.

These Articles incorporate the Declaration and shall be construed and interpreted to be expansive, cumulative and consistent to the greatest extent possible and not inconsistent by reason of lack of inclusion or negative implication.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 16th day of March, 1989.

Barney Veal
Barney Veal, President

Carola Veal
Carola Veal, Vice President

Suzette Veal
Suzette Veal, Secretary/Treasurer

FILED
MAR 20 1989
NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA)
COUNTY OF OSCEOLA)

Before me, the undersigned authority, personally appeared Barney Veal, Carola Veal and Suzette Veal, to me well known and known to be the persons described in and who executed the foregoing, and acknowledged before me that they executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and seal this 16th day of March, 1989.

Shirley L. P.
Notary Public, State of Florida
My Commission expires:

articles 8

NOTARY PUBLIC, STATE OF FLORIDA,
MY COMMISSION EXPIRES FEB. 8, 1993.
Revised 1989

7
0
1
3
5
0
1
4
8
0

ACCEPTANCE

I, Barney Veal, hereby accept the designation as Resident Agent for Service of Process upon Pine Chase Estates Homeowner's Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office at 1011 No. Main Street, suite 6, Kissimmee, Florida 32743, hereby accept to act as Registered Agent for said corporation, and agree to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.

Barney Veal
Barney Veal

FILED
AUG 20 1952