

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of PINEHURST COMMON FACILITIES ASSOCIATION, INC., a Florida corporation, filed on September 15, 1992, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H92000004974. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N50857.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Sixteenth day of September, 1992.

Authentication 92A000068700-9/16/92-N50857-01/02



*Jim Smith*

Jim Smith  
Secretary of State

ARTICLES OF INCORPORATION OF  
PINEHURST COMMON FACILITIES ASSOCIATION, INC.  
A CORPORATION NOT FOR PROFIT

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation shall be PINEHURST COMMON FACILITIES ASSOCIATION, INC. For convenience in the corporation shall be referred to in these Articles as the "Association". The initial principal offices of the Association shall be located at 8051 N. Tamiami Trail, Sarasota, Florida.

ARTICLE II

DEFINITIONS

Unless a contrary intent is apparent, terms used in these Articles of Incorporation shall have the same meaning as set forth in the Declaration of Covenants and Restrictions for PINEHURST (the "Declaration") to be recorded in the Public Records of Manatee County, Florida, with respect to the land described therein, being known as "Pinehurst".

ARTICLE III

PURPOSE

This corporation is organized to establish an association of the Members of the Association. This organization shall have the following specific purposes:

1. To provide for maintenance of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.
2. To regulate the use of areas and structures as may be placed under the jurisdiction of this corporation by means of the Declaration.
3. To promote the health, safety and welfare of the residents of Pinehurst development, subject to the Declaration.

Prepared by: Timothy S. Shaw  
Kirk Pinkerton  
720 S. Orange Ave.

OR 1390 PG 6973

4. To enforce the provisions of the Declaration, which the Association has the responsibility to enforce.
5. The purpose of this corporation will not include or permit pecuniary gain or profit nor distribution of its income to its Members, Officers or Directors.

ARTICLE IV

POWERS AND DUTIES

This Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with these Articles and the Declaration. The corporation shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by the Declaration, including, but not limited to, the following:

1. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration.
2. To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens 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 corporation, including all licenses, taxes for governmental charges levied or imposed against the property of the corporation.
3. To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association.
4. To borrow money, and with the consent of two-thirds (2/3) of each of its members, mortgage, pledge, deed and trust, or hypothecate any or all of its real or personal property, including any lien rights it may have, as security for money borrowed or debts incurred.
5. To participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes or to annex additional property and common areas, provided that such mergers, consolidation or organization shall have the consent of two-thirds (2/3) of its members.
6. To make and amend reasonable regulations and By-Laws respecting the use of any property or facilities over which the Association may have control, jurisdiction for administrative responsibilities, and to provide the penalties for the violation of any such regulation.
7. To contract for the maintenance of any recreational facilities and/or other areas and improvements as may be placed under the jurisdiction of this Association either by the Declaration or by resolution adopted by the Association's Board of Directors.

8. To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest of the Association and of its members and to carry out the purpose of the Association.

ARTICLE V

MEMBERSHIP

1. Members.

(a) Owner Members. Subject to subparagraph (c) below, the Owner of any portion of the Property, or if a portion of the Property has been submitted to condominium form of ownership, the Owners of units in such condominium(s), shall be a Member of the Association. Such memberships shall be initially established upon the recording of these Articles and the Declaration or similar document for such portion of the Property in the public records of the county in which the Property is located.

(b) Declarant. In addition, Declarant shall be a Member of the Association so long as Declarant (or either of its general partners) owns any portion of the Total Property it intends to be subjected to the terms of the Declaration, or holds a mortgage encumbering any portion of the Property other than a Residential Living Unit.

(c) Notwithstanding the foregoing, no governmental authority or utility company shall be deemed an Owner Member unless one or more Residential Living Unit actually exists upon the portion of the Property owned by such governmental authority or utility company, in which event the governmental authority or utility company will be an Owner Member only with respect to the portion of the Property owned in conjunction with such Residential Living Unit(s).

2. Transfer of Membership.

Transfer of membership in the Association shall be established by the recording in the public records of the county in which the Property is located, of a deed or other instrument establishing a transfer of record title to any portion of the Property or the condominium unit for which membership has already been established as hereinabove provided, the Owner(s) designated by such instrument of conveyance thereby becoming an Owner Member(s), and the

prior Owner's membership thereby being terminated. In the event of death of an Owner Member, his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of the portion of the Property or condominium unit being transferred, and it shall be the responsibility and obligation of the former and new Owner of the portion of the Property or condominium unit being transferred to provide such true copy of said instrument to the Association.

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 the portion of the Property or condominium unit associated with the membership of the Member, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such Property or condominium unit.

#### ARTICLE VI

#### VOTING RIGHTS

This Association shall have two (2) classes of voting memberships:

Class A: Class A members shall be all of those Members as set forth in Article V with the exception of the Declarant, as subsequently identified. The total number of Class A Members' votes shall be equal to the total number of Residential Living Units actually within the Property from time to time, less the number of Residential Living Units owned by Declarant until Declarant has converted its Class B membership to Class A membership; and thereafter the total number of Class A members' votes shall be equal to the total number of Residential Living Units actually within the Property from time to time. On all matters upon which the Class A membership shall be entitled to vote, there shall be one (1) vote for each Residential Living Unit. Each Owner Member shall have the number of votes equal to the number of Residential Living Units within the portion of the Property associated with the membership of such

Owner Member at the time of such vote. When more than one (1) person holds an interest in any portion of the Property all such persons shall be Owner Members, and the vote for such Owner Members shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast per Residential Living Unit contained within such portion of the Property. The By-Laws may establish procedures for voting when title to any portion of the Property is held in the name of a corporation or more than one person or entity.

Class B: There shall be one (1) Class B Member, the Declarant, PINEHURST VILLAGE JOINT VENTURE, a Florida General Partnership. The Class B Member shall have two (2) votes for each Class A Member votes in the affairs of the Association. At such time as Declarant converts its Class B membership to a Class A membership, Declarant shall receive one (1) vote for each Residential Living Unit owned by it (or either of its general partners).

Notwithstanding any provisions to the contrary herein, the Declarant as the Class B Member, shall have the right to appoint the entire Board of Directors of the Association until the occurrence of the first to occur of the following events:

1. One (1) year after title to all Residential Living Units intended to be developed in Pinehurst has been conveyed; or
2. At any earlier time than that the Declarant, in its sole discretion, voluntarily converts its Class B membership to Class A membership; or
3. December 31, 2010.

Upon the occurrence of the earliest of the foregoing events to occur, then the existing Members shall be obligated to elect the Board. The Class B membership shall also cease and convert to a Class A membership at such time.

#### ARTICLE VII

##### DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who need to be members (or the person designated to vote for the member if the member is an entity) of the Association. The initial Board of Directors shall consist of three (3) Directors. The number of Directors may be increased as

set forth in the By-Laws, but shall never be less than three (3) Directors, and shall never be more than five (5), and shall always be an odd number. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

	<u>Name</u>	<u>Address</u>
1.	James Palumbo	8051 N. Tamiami Trail Sarasota, FL 34243
2.	Samuel Coniglio, III	8051 N. Tamiami Trail Sarasota, FL 34243
3.	Joseph Freeman	189 Wells Avenue, Ste. 4 Newton, Massachusetts 02159

Unless contrary provisions are made by law, each Director's term of office shall be for one (1) year, provided that all Directors shall continue in office until their successors are duly elected and installed. Except for Directors appointed by Declarant, there shall be at each annual meeting of the Association an election of Directors which have not been previously elected by the Members. Directors may serve successive annual terms without limitation.

A majority of the Directors currently serving as such shall constitute a quorum at meetings of the Board. Except as herein otherwise specified, the decision of a majority of the Directors present at a meeting at which a quorum is present shall be required and shall be sufficient to authorize any action on behalf of the Board. Each Director shall be entitled to one (1) vote on every matter presented to the Board of Directors.

Any meeting of the Members or of the Board of Directors of the Association may be held within or without the State of Florida.

ARTICLE VIII

OFFICERS

The affairs of this Association shall be administered by the officers designated herein. The officers shall be elected by the Board of Directors 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:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Samuel Coniglio, III	8051 N. Tamiami Trail Sarasota, FL 34243
Vice President	Joseph Freeman	189 Wells Avenue Newton, Massachusetts
Treasurer/Secretary	James Palumbo	8051 N. Tamiami Trail Sarasota, FL 34243

ARTICLE IX

DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by the affirmative vote of not less than ninety-five percent (95%) of votes of the Members of the Association, provided however, so long as Declarant (or either of its general partners) owns any Residential Living Unit within PINEHURST or any portion of the Total Properties, as defined in the Declaration of Covenants and Restrictions for Pinehurst or holds a mortgage on any portion of the Property other than a Residential Living Unit, the Association shall not be dissolved without Declarant's prior written consent. Upon dissolution of this Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be distributed in equal shares to the then existing Members.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the subscribing incorporators to the Articles of Incorporation are:

	<u>Name</u>	<u>Address</u>
1.	Samuel Coniglio, III	8051 N. Tamiami Trail Sarasota, FL 34243
2.	James Palumbo	8051 N. Tamiami Trail Sarasota, FL 34243

ARTICLE XI  
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 any 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 guilty or 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 interests 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 XII  
REGISTERED OFFICE

The address of the corporation's initial registered office is: 8051 North Tamiami Trail, Sarasota, Florida 34243.

The name of this corporation's initial registered agent at the above address is: Samuel Coniglio, III.

ARTICLE XIII  
BY-LAWS

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

ARTICLE XIV  
AMENDMENTS

Amendments to these Articles may be made and adopted upon the following conditions:

1. A notice of the proposed amendment shall be included in the notice of the Members' meeting which shall consider the amendment. The meeting may be the annual meeting or a special meeting.

2. (a) There is an affirmative vote of two-thirds (2/3) of the membership votes entitled to be cast, or

(b) So long as Declarant appoints a majority of the directors of the Association, Declarant shall be entitled to unilaterally amend these Articles and the Bylaws.

3. Furthermore, no amendment shall make any changes which would in any way affect any of the rights, privileges, power or options herein provided in favor of, or reserved to, Declarant, unless Declarant joins in the execution of the amendment.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 15<sup>th</sup> day of September, 1992.

Samuel M Coniglio, III (SEAL)  
SAMUEL CONIGLIO, III

James Palumbo (SEAL)  
JAMES PALUMBO

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September, 1992, by SAMUEL CONIGLIO, III who is personally known to me or produced \_\_\_\_\_ as identification and who did not take an oath.

(NOTARIAL SEAL)

Rebecca L. Spiller  
\* REBECCA L. SPILLER  
\*(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires May 29 1995  
Commission Number \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of September, 1992, by JAMES PALUMBO, who is personally known to me or produced \_\_\_\_\_ as identification and who did not take an oath.

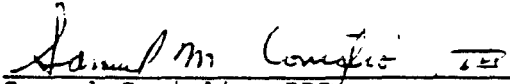
(NOTARIAL SEAL)

*Frederica L. Spencer*  
\* FREDERICA L. SPENCER  
\*(Print Name of Notary Public)  
Notary Public - State of Florida  
My Commission Expires 1.24.95  
Commission Number \_\_\_\_\_

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ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

  
\_\_\_\_\_  
Samuel Coniglio, III

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