

ARTICLES OF INCORPORATION  
OF  
PEMBROOKE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State 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 this corporation shall be PEMBROOKE HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association". The principal office of the Association shall be located at Suite C, 1160 S. Semoran Blvd., Orlando, Florida 32807.

ARTICLE II

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members hereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the retention, drainage, landscape, entrance, wall and wall easements, and recreation facilities all of which are collectively sometimes referred to as the "Greenbelt Areas", and to provide for architectural control of the residential lots within that certain tract of property described as:

PEMBROOKE, according to the plat thereof as recorded in Plat Book \_\_\_\_\_, Pages, \_\_\_\_\_, \_\_\_\_\_ and \_\_\_\_\_, Public Records of Orange County, Florida.

and to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose 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 that certain Declaration of Covenants and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the office of the

Clerk of the Circuit Court, Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length:

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the term of the Declaration; to pay all expenses incident to the conduct of the business of the Association, including all license, 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 and personal property in connection with the affairs of the Association;

(d) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Area;

(e) 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 III

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenant 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 Lot which is subject to assessment by the Association.

#### ARTICLE IV

##### MANAGEMENT AND TIME OF ELECTION

(a) 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 Seven (7) Directors.

(b) Directors shall be elected by the voting members in accordance with the Bylaws at the regular Annual Meeting of the membership of the corporation. Directors shall be elected to serve for a term of One (1) year or until their successors have been duly elected in accordance with the Bylaws of the corporation. In the event of a vacancy, the elected Directors may appoint an additional Director to serve the balance of said year.

(c) All officers shall be appointed by the Board of Directors in accordance with the Bylaws at the regular Annual Meeting of the Board of Directors to be held immediately following the Annual Meeting of the membership. The Board of Directors shall elect from among the members, a President, Vice President, Secretary, Treasurer, and such other officers as it shall deem desirable.

#### ARTICLE V

##### NAMES OF OFFICERS

The names of the Officers who shall serve until the first election are as follows:

| <u>Office</u>           | <u>Name</u>       | <u>Address</u>                                        |
|-------------------------|-------------------|-------------------------------------------------------|
| President               | BETTY JEAN BLACK  | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |
| Vice<br>President       | JOHN PERRY        | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |
| Secretary/<br>Treasurer | MICHAEL J. SHILTS | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |

## ARTICLE VI

### BOARD OF DIRECTORS

The following three (3) persons shall constitute the first Board of Directors:

| <u>NAME</u>       | <u>ADDRESS</u>                                        |
|-------------------|-------------------------------------------------------|
| BETTY JEAN BLACK  | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |
| JOHN PERRY        | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |
| MICHAEL J. SHILTS | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |

## ARTICLE VII

### BYLAWS

Bylaws for the Corporation shall be initially adopted by the first Board of Directors set out in Article VI above of the Corporation; during the first (1st) year of existence of the Corporation, the Board of Directors shall have the power and authority to alter and amend the Bylaws by a majority vote of such Board, thereafter, the Bylaws of this Corporation may be altered, amended, added to, or rescinded by a majority vote of a quorum of members as defined in the Bylaws present in person or by proxy, except that the Secretary of Housing and Urban Development acting by and through the Federal Housing Commissioner or the Veterans Administration, shall have the right to veto any amendments while Developer owns Seventy Five Percent (75%) of the Lots in the subdivision.

## ARTICLE VIII

### AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a majority vote of the members of the first (1st) Board of Directors of the corporation during the first (1st) year of existence of the Corporation. Thereafter, the Articles of Incorporation may only be amended by resolution adopted by a majority of the Board of

Directors and approved by vote of members of the Association having not less than Seventy-Five Percent (75%) of the total membership vote of this Association.

ARTICLE IX

CORPORATE EXISTENCE

This Corporation shall exist perpetually.

ARTICLE X

REGISTERED AGENT

Kenneth F. Oswald, Attorney at Law, Suite 110, 600 Courtland Street, Orlando, Florida, 32804, is hereby appointed the initial Registered Agent of this Association.

ARTICLE XI

SUBSCRIPTION

The name and address of the subscribers hereto are as follows:

| <u>NAME</u>       | <u>ADDRESS</u>                                        |
|-------------------|-------------------------------------------------------|
| BETTY JEAN BLACK  | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |
| JOHN PERRY        | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |
| MICHAEL J. SHILTS | Suite C<br>1160 S. Semoran Blvd.<br>Orlando, FL 32807 |

ARTICLE XII

FHA/VA APPROVAL

As long as the Developer owns Seventy Five Percent (75%) or more of the Lots in the Subdivision, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration; annexation of additional properties, mergers, and consolidations, mortgaging of the Greenbelt Areas, dissolution, and amendment of these Articles.

90 P.06 TOTAL P.06

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the Incorporators of this Association, have executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 1988.

\_\_\_\_\_  
BETTY JEAN BLACK

\_\_\_\_\_  
JOHN PERRY

\_\_\_\_\_  
MICHAEL J. SHILTS

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized to administer oaths, personally appeared BETTY JEAN BLACK, JOHN PERRY and MICHAEL J. SHILTS, known to me to be the persons named in the foregoing instrument, and they acknowledged before me executing the same.

WITNESS my hand and official seal in the State and County last aforesaid this \_\_\_\_\_ day of \_\_\_\_\_, 1988.

\_\_\_\_\_  
Notary Public  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

\_\_\_\_\_  
KENNETH F. OSWALD  
REGISTERED AGENT