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SECRETARY OF STA1
TALLAHASSEE FLORI

ARTICLES OF INCORPORATION
OF
PINE LAKE OWNERS ASSOCIATION, INC.

The undersigned natural persons, all of whom are citizens of the State of Florida, acting as incorporators under the laws of the State of Florida, Chapter 617, Florida Statutes, applicable to corporations not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation shall be PINE LAKE OWNERS ASSOCIATION, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE FOUR

This Association is formed to be the corporate entity which is to be responsible for the performance of certain duties and the enforcement of certain rights as provided in the Declaration and General Protective Covenant for Pine Lake recorded or to be recorded in Clay County, Florida, for all phases of the subdivision to be known as Pine Lake Unit One at Eagle Harbor and located in Clay County, Florida.

The Association shall operate, maintain and manage the surface water and stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 40-019-63517-1, requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance repairs and other costs to be incurred by the Association.

The assessments shall be used for the maintenance and repair of the subdivision, for administrative costs incurred by the Association and for such other purposes as shall be determined by the Association.

ARTICLE FIVE

The members of the corporation shall be all fee simple lot owners in all phases of the subdivision to be known as Pine Lake Unit One at Eagle Harbor in Clay County, Florida. Upon the purchase of a lot, the lot owners shall automatically become Class A members as defined in the covenants and restrictions of Pine Lake to be recorded. Membership shall be appurtenant to, and inseparable from, ownership of a lot.

ARTICLE SIX

The street address of the initial principal business office of the corporation is 9456 Philips Highway, Suite 1, Jacksonville, Florida 32256. The address of the registered office and the name of the initial Registered Agent are: CLIFFORD B. NEWTON, 10192 San Jose Boulevard, Jacksonville, Florida, 32257.

ARTICLE SEVEN

This corporation shall never have less than THREE (3) Directors. The number of Directors constituting the initial Board of Directors of the Corporation is THREE (3) and the names and addresses of the persons who are to serve as the initial Directors until the first election shall be as follows:

1. KENNETH L. JOHNS, JR.
9456 Philips Highway, Suite 1
Jacksonville, Florida 32256
2. JOHN E. ZAKOSKE
9456 Philips Highway, Suite 1
Jacksonville, Florida 32256
3. JAN J. DOAN
9456 Philips Highway, Suite 1
Jacksonville, Florida 32256
4. ROGER S. ARROWSMITH
1880 Eagle Harbor Parkway
Orange Park, Florida 32003

(4)

Directors shall serve and be appointed as provided in the By-Laws of the Association.

ARTICLE EIGHT

The names and addresses of the Subscribers to these Articles of Incorporation are listed in Article Seven above.

ARTICLE NINE

The affairs of the Corporation are to be managed by the Officers of the Corporation who shall be appointed by the Board of Directors. The names, addresses and offices of the persons who are initially to serve as officers of the Corporation are as follows:

KENNETH L. JOHNS, JR. - President
9456 Philips Highway, Suite 1
Jacksonville, Florida 32256

JOHN E. ZAKOSKE - Vice President
9456 Philips Highway, Suite 1
Jacksonville, Florida 32256

JAN J. DOAN - Secretary
9456 Philips Highway, Suite 1
Jacksonville, Florida 32256

ROGER S. ARROWSMITH, Asst. Vice President
1880 Eagle Harbor Parkway
Orange Park, Florida 32003

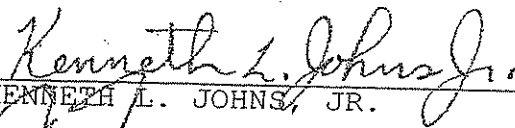
ARTICLE TEN


In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

ARTICLE ELEVEN

The power to alter, amend or repeal the By-Laws or Articles of Incorporation or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or with the Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 28 day of March, 2002.


KENNETH L. JOHNS, JR.


JOHN E. ZAKOSKE


JAN J. DOAN


Roger S. Arrowsmith

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that PINE LAKE OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 9456 Philips Highway, Suite 1, Jacksonville, Florida, 32256, has named CLIFFORD B. NEWTON, located at the registered office of the corporation, to-wit, 10192 San Jose Boulevard, Jacksonville, Florida 32257, as its Agent to accept service of process within this state.

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, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

REGISTERED AGENT

[Handwritten signature of Clifford B. Newton]

CLIFFORD B. NEWTON

STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 29 day of March, 2002, by Clifford B. Newton, who is personally known to me.

[Handwritten signature of Rhonda O'Brien]

Notary Public, State of Florida

