

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of PASADENA HILLS OWNERS ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N31566.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifth day of January, 2006



CR2EO22 (01-06)

Sue M. Cobb
Sue M. Cobb
Secretary of State

ARTICLES OF INCORPORATION OF
PASADENA HILLS OWNERS ASSOCIATION, INC.

A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is PASADENA HILLS OWNERS ASSOCIATION, INC.

ARTICLE II.

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

ARTICLE III.

Purpose

The general purpose of this corporation is to promote the common interests of property owners in Pasadena Hills subdivision in Leon County, Florida. The corporation may undertake any action necessary to further this general purpose. The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

ARTICLE IV.

Dedication of Assets

The property of this corporation is irrevocably dedicated to its purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual; provided that, upon dissolution or final liquidation

the corporation may make distribution to its members as permitted by the court having jurisdiction thereof and no such liquidating payment or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE V.

Membership

All owners of lots in Pasadena Hills subdivision, paying regular assessments as provided in the bylaws, and agreeing to be bound by the articles and the bylaws, and by such rules and regulations as the Board of Directors may from time to time adopt, are eligible for membership in the corporation. The Board of Directors shall from time to time prescribe the form and manner in which applications may be made for membership.

ARTICLE VI.

Location of Initial Registered Office
and Name of Initial Registered Agent

The street address of the initial registered office of this corporation is 1203 Governor's Square Boulevard, Tallahassee, Florida 32301.

The name of the initial registered agent at such address is JAMES R. GUERINO.

ARTICLE VII.

Initial Directors

There shall be three directors constituting the initial Board of Directors.

The name and address of each person who is to serve as an

Initial director, manager, or trustee is as follows:

Patrick G. O'Leary
2328 10th Avenue North
Lake Worth, FL 33461

David Witte
2875 NE 191st Street
N. Miami Beach, FL 33180

James R. Guerino
5893 Bright Court
Tallahassee, Florida

ARTICLE VIII.

Incorporator

The name and address of the incorporator of this corporation is James R. Guerino, 1203 Governor's Square Boulevard, Tallahassee, Florida 32301.

ARTICLE IX.

Management of Corporate Affairs

(a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be not less than three; provided, however, that such number may be changed by the addition of members.

Each director shall serve until a successor is appointed. Each director shall be elected as provided in the Bylaws.

(b) Corporate Officers: The Board of Directors shall elect the following officers: President, treasurer, and secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the Board of Directors.

The undersigned, being the incorporator of this corporation,

for the purpose of forming this nonprofit corporation under the
Laws of the State of Florida has executed these Articles of
Incorporation on March 16, 1989.

James R. Guerino
JAMES R. GUERINO

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before
me, the undersigned authority, JAMES R. GUERINO, to me well known
and known to me to be the person who executed the foregoing
instrument and acknowledged before me that he executed the same
freely and voluntarily for the uses and purposes therein set
forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official
seal on this 16 day of MARCH, 1989.

Kathleen M. Hayes
NOTARY PUBLIC

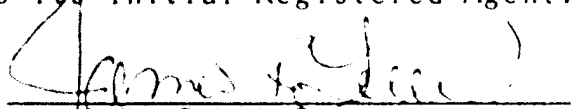
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES FEB. 9, 1991.
BONDED TO THE NOTARY PUBLIC UNDERWRITERS.

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

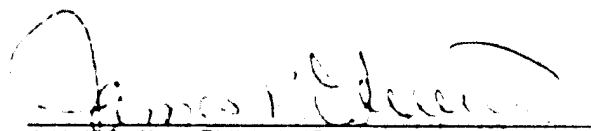
In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

PASADENA HILLS OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 1203 Governor's Square Boulevard, Tallahassee, Florida, as its initial Registered Office and has named JAMES R. GUERINO located at said address, as its initial Registered Agent.



JAMES R. GUERINO
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.901 relative to keeping the office open.



JAMES R. GUERINO

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
PASADENA HILLS HOMEOWNERS ASSOCIATION, INC.

FILED
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SECRET
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Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed April 6, 1989, #N31566.

First: Article IV of the Articles of Incorporation is hereby deleted and in its stead Article IV shall read as follows:

ARTICLE IV
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to its purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual; provided that upon dissolution or final liquidation the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes. Nothing herein shall prevent the corporation from participating in mergers or consolidations with other non-profit corporations organized for purposes similar to the purpose for which this association was organized.

Second: Article V of the Articles of Incorporation is hereby deleted and in its stead Article V shall read as follows:

ARTICLE V
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot in Pasadena Hills Subdivision which is subject to assessments by the Association shall be a member of the Association. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those owners as defined above with the exception of the Developer. Class A Members shall be entitled to one vote for each Lot in which they

hold the interests required for membership by as defined above. When more than one person holds such interest or interests in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot.

Class B. Class B members shall be the Developer. The Class B Member shall be entitled to two votes for each Lot in which it holds the interest required for membership as defined above, provided that the Class B Membership shall cease and become converted to Class A membership when the total votes outstanding in both the Class A and Class B memberships, at which time the Class B membership shall be determined to be a Class A membership and entitled to vote as such.

No member shall be entitled to vote unless such member has fully paid all assessments as provided herein as shown by the books of the Association.

As long as there is Class B Membership the following actions by the corporation will require the prior approval of FHA or VA:

- (a) Annexation of Additional Property
- (b) Mergers and Consolidation
- (c) Mortgage or dedication of common area
- (d) Dissolution and Amendment of the Articles of Incorporation

Third: The following Article is hereby added to the Articles of Incorporation:

ARTICLE X
AMENDMENT

The Articles of Incorporation may be amended by the vote of 75% of the membership.

Fourth: These amendments were adopted by the Board of Directors on the 29th day of June, 1990.

Fifth: These amendments were approved by a majority of the members of the corporation this 29th day of June, 1990.

DATED: June 29 1990

PASADENA HILLS HOMEOWNERS ASSOCIATION

By: Kathleen D. Mayfield
President

Attest: James R. Gaudin
Secretary

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Kathleen D. Mayfield, to me known to be the President of Pasadena Hills Homeowners Association and who executed the foregoing Articles of Amendment, and acknowledged before me that he subscribed to those Articles of Amendment.

WITNESS my hand and official seal in the county and state named above this 29 day of June, 1990.

Kathleen M. Reyes
NOTARY PUBLIC
My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: FEB. 9, 1991.
BONDED THRU NOTARY PUBLIC UNDERWRITERS

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared James R. Gaudin, to me known to be the Secretary of Pasadena Hills Homeowners Association and who executed the foregoing Articles of Amendment, and acknowledged before me that he subscribed to those Articles of Amendment.

WITNESS my hand and official seal in the county and state named above this 29 day of June, 1990.

Kathleen M. Reyes
NOTARY PUBLIC
My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES: FEB. 9, 1991.
BONDED THRU NOTARY PUBLIC UNDERWRITERS