

State of Florida



Department of State

** OFFICIAL RECORDS **
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I certify that the attached is a true and correct copy of the Articles of Incorporation of STONEYBROOK ESTATES COMMUNITY ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on January 17, 1992, as shown by the records of this office.

The document number of this corporation is N46884.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
17th day of January, 1992.



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

STONEBROOK ESTATES COMMUNITY ASSOCIATION, INC.

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FILED
1992 JAN 17 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.02011, Florida Statutes (1991), these Articles of Incorporation are created by U.S. Home Corporation, a Delaware corporation, 43 Barkley Circle, Suite 101, Ft. Myers, Florida 33907, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation shall be STONEYBROOK ESTATES COMMUNITY ASSOCIATION, INC., sometimes hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE: The initial principal office of the corporation shall be located at 3665 Bee Ridge Rd., Suite 108, Sarasota, Florida 34233, and shall thereafter be at such location as the Board of Governors shall determine.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Governors. It is a corporation not for profit formed on a non-stock basis for the purpose of establishing a corporate residential community association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Sarasota County, Florida, have the specific purposes and powers described below:

(A) Purposes:

- (1) To provide for the operation and maintenance of the common and private property and structures placed under the jurisdiction of this Association, and to provide for enforcement of the covenants and restrictions applicable to the Community.
- (2) To promote the health, safety and welfare of the residents of the Stoneybrook Estates Community.

(B) Powers: The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Declaration of Covenants, Conditions and Restrictions for Stoneybrook Estates, and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential community subject to the said recorded Declaration, as it may from time to time be amended, including without limitation the power to:

- (1) Fix, levy, collect and enforce payment by any lawful means all charges or assessments 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 license fees, taxes or governmental charges levied or imposed against the property of the corporation;
- (2) Enforce any and all covenants, conditions, restrictions, rules and agreements applicable to the residential community known as Stoneybrook Estates;

- (3) 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 or personal property in connection with the affairs of the corporation;
- (4) Borrow money, and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (5) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be permitted by the Governing Documents.
- (6) Purchase insurance for the protection of the Association and its members, and use the proceeds from such policies to effectuate its purpose;
- (7) Exercise any and all powers, rights and privileges which a corporation organized under Chapter 617 of Florida Statutes may now or hereafter have or exercise; subject always to the Declaration as amended from time to time; and
- (8) Assist, cooperatively with the Palmer Ranch Master Property Owners Association, Inc., as to the Stoneybrook Estates Community, and the Lots located thereon, in the administration and enforcement of the Declaration of Covenants for Palmer Ranch as the same is more particularly set forth in Official Records Book 1894, Pages 2467 et seq., Public Records of Sarasota County, Florida, as amended and supplemented from time to time.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: The classes of membership and Voting Rights shall be as set forth in Sections 3.4 and 3.5 of the Declaration of Covenants, Conditions and Restrictions for Stoneybrook Estates, to which a copy of these Articles shall be attached as an Exhibit, and as set forth in the Bylaws of the Association.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Except as otherwise provided in the Stoneybrook Estates Declaration, amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or upon petition of the owners of one-fourth (1/4) of the Lots by instrument, in writing, signed by them.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by the Board or the members, such proposed amendment or amendments shall be submitted to a vote of the membership not later than the next annual meeting for which proper notice can be given. The notice of the meeting shall contain the full text of the proposed amendments.

- (C) **Vote Required.** Except as otherwise required by Florida law, these Articles of Incorporation may be amended by the affirmative vote of a majority of each Class of voting interests at any annual or special meeting.
- (D) **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Sarasota County, Florida, in the same manner as amendments to the Bylaws are recorded.

ARTICLE VIII

GOVERNORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Governors consisting of the number of Governors determined by the Bylaws, but not less than three (3) Governors, and in the absence of such determination shall consist of three (3) Governors. As used in these Articles, the term "Governor" shall have the same meaning as the term "Director" as used in Chapter 617, Florida Statutes.
- (B) Governors shall be elected by the members in the manner determined by the Bylaws. Governors may be removed and vacancies on the Board of Governors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Governors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL GOVERNORS:

The initial Governors of the Association shall be:

Gustavo Hevia
3665 Bee Ridge Rd., Suite 108
Sarasota, Florida 34233

Bruce Upton
43 Barkley Circle, Suite 101
Ft. Myers, Florida 33907

Robert Allegra
3665 Bee Ridge Rd., Suite 108
Sarasota, Florida 34233

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

43 Barkley Circle, Suite 101
Ft. Myers, Florida 33907

The initial registered agent at said address shall be:

Bruce Upton

ARTICLE XI

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INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Governor and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Governor or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Governor or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Governor or officer derived an improper personal benefit.
- (D) Wrongful conduct by Governors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Governors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Governor or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 26th day of December, 1991.

U.S. HOME CORPORATION, a Delaware corporation

BY: [Signature]
Gustavo Hevia, Division President

(CORPORATE SEAL)

FILED
1992 JAN 17 PM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th day of December, 1991, by Gustavo Hevia, Division President of U.S. HOME CORPORATION, a Delaware corporation authorized to do business in the State of Florida, on behalf of the corporation.

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCTOBER 09, 1994
BONDED THRU AGENT'S NOTARY BROKERAGE

[Signature]
Notary Public (SEAL)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for STONEYBROOK ESTATES COMMUNITY ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

[Signature]
Bruce Upton