

No 9000004645

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

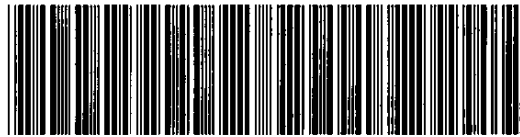
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



600155737896

05/11/09--01028--021 \*\*70.00

**FILED**  
2009 MAY 11 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAY 12 2009

COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: "Ironbridge at Sarasota National" Neighborhood  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) Association,

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mallory Gayle Holm  
Name (Printed or typed)

4315 Pablo Oaks Court  
Address

Jacksonville FL 32224  
City, State & Zip

904-482-1144  
Daytime Telephone number

JLawarre@stokeslandgroup.com  
E-mail address: (to be used for future annual report notification)

2009 MAY 11 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
"IRONBRIDGE AT SARASOTA NATIONAL" NEIGHBORHOOD ASSOCIATION, INC.

Pursuant to Section 617.02011, Florida Statutes, the undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under the Florida Not-for-Profit Business Corporation Act.

ARTICLE I

NAME: The name of the corporation, herein called the "Neighborhood Association", is "Ironbridge at Sarasota National" Neighborhood Association, Inc., and its address is c/o Tuscano, LLC, 4315 Pablo Oaks Court, #1, Sarasota Florida 32224.

ARTICLE II

DEFINITIONS: The definitions set forth in the Declaration of Covenants, Conditions and Restrictions for "Ironbridge at Sarasota National" and Section 720.301 of the Act shall apply to terms used in these Articles.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Neighborhood Association is organized is to provide a homeowners' association entity pursuant to Section 720.301 of the Act to act as a "homeowners' association" for the operation of "Ironbridge at Sarasota National" located in Sarasota County, Florida or such other Neighborhoods as may be designated for it to operate. The Neighborhood Association is organized and shall exist on a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Neighborhood Association shall be distributed or inure to the private benefit of any Member, director or officer. For the accomplishment of its purposes, the Neighborhood Association shall have all of the common law and statutory powers and duties of a not-for-profit corporation and of a homeowners' association under the laws of the State of Florida, except as expressly limited or modified by the "Ironbridge at Sarasota National" Documents and it shall have all of the powers and duties reasonably necessary to fulfill its obligations pursuant to the "Ironbridge at Sarasota National" Documents as they may hereafter be amended, and including but not limited to the following:

(A) To make and collect assessments against members of the Neighborhood Association to defray the costs, expenses and losses of the Neighborhood Association, and to use the funds in the exercise of its powers and duties.

(B) To protect, maintain, repair, replace and operate the Neighborhood Common Property for this Neighborhood or any other Neighborhood which it operates.

(C) To purchase insurance for the protection of the Neighborhood Association and its members.

(D) To repair and reconstruct improvements after casualty, and to make further improvements of the Neighborhood Association property.

(E) To make, amend and enforce reasonable rules and regulations as set forth in the Declaration.

2009 MAY 11 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

(F) To enforce the provisions of the laws of the State of Florida that are applicable to "Ironbridge at Sarasota National" and the "Ironbridge at Sarasota National" Documents.

(G) To contract for the management and maintenance of the Neighborhood Common Property, and any property or easements and related improvements that are dedicated to the Neighborhood Association by plat, or separate instrument, including any agreement or easement which imposes maintenance obligations on the Neighborhood Association, and to delegate any powers and duties of the Neighborhood Association in connection therewith except such as are specifically required by law or by the Declaration to be exercised by the Board of Directors or the membership of the Neighborhood Association.

(H) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Neighborhood Association.

(I) To borrow money as necessary to perform its other functions hereunder.

(J) To grant, modify or move any easement.

(K) To acquire, own, lease, dedicate or dispose of any real and personal property.

(L) To sue and be sued.

(M) To participate in mergers or consolidations with other non profit corporations organized for the same purpose.

All funds and the title to all property acquired by the Neighborhood Association shall be held for the benefit of the members in accordance with the provisions of the "Ironbridge at Sarasota National" Documents. In the event of termination, dissolution or final liquidation of the Neighborhood Association, the responsibility for the operation and maintenance of "Ironbridge at Sarasota National", including any property or easements and related improvements that are dedicated to the Neighborhood Association by plat, or separate instrument, including any agreement or easement which imposes maintenance obligations on the Neighborhood Association, shall be transferred to and accepted by an entity that is acceptable to any applicable governmental authorities, prior to such termination, dissolution or liquidation. In the event that the FHA, VA, or HUD guarantees a mortgage on a Parcel or Living Unit then, annexation of additional properties, mergers and consolidations, mortgaging of Neighborhood Common Property and dissolution of the Neighborhood Association requires prior written approval of FHA, VA or HUD (as applicable) prior to transition of control of the Board of Directors of the Neighborhood Association from "Ironbridge at Sarasota National" Developer to Owners other than "Ironbridge at Sarasota National" Developer.

#### ARTICLE IV

##### MEMBERSHIP:

(A) The members of the Neighborhood Association shall be the record owners of a fee simple interest in one or more Parcels. Class "A" Members of the Neighborhood Association are all owners other than "Ironbridge at Sarasota National" Developer. The Class "B" Member is "Ironbridge at Sarasota National" Developer as further provided in the Declaration and the Bylaws.

(B) The share of a Member in the funds and assets of the Neighborhood Association cannot be assigned or transferred in any manner except as an appurtenance to his Parcel.

(C) Except as otherwise provided in the Declaration and Bylaws with respect to the Class "B" Member, the Class A Members, collectively, shall be entitled to one vote in Neighborhood Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE V

TERM: The term of the Neighborhood Association shall be perpetual.

ARTICLE VI

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

ARTICLE VII

DIRECTORS AND OFFICERS:

(A) The affairs of the Neighborhood Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Neighborhood Association shall initially be appointed by and shall serve at the pleasure of "Ironbridge at Sarasota National" Developer, and following transition from "Ironbridge at Sarasota National" Developer control of the Board of Directors shall be elected by the Class "A" Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(C) The business of the Neighborhood Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Neighborhood Association, and they shall serve at the pleasure of the Board. The initial Directors are as follows:

<u>Name</u>	<u>Address</u>
R. Scott Griffith	c/o Tuscano, LLC 4315 Pablo Oaks Court, #1 Jacksonville, Florida 32224
John Kunkel	c/o Tuscano, LLC 4315 Pablo Oaks Court, #1 Jacksonville, Florida 32224
Chris VanZant	c/o Tuscano, LLC 4315 Pablo Oaks Court, #1 Jacksonville, Florida 32224

The initial Officers are as follows: R. Scott Griffith - President; Chris VanZant - Vice President; and John

Kunkel - Secretary/Treasurer.

## ARTICLE VIII

AMENDMENTS: 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 by a written petition to the Board, signed by at least one-fourth (1/4) of the voting interests of the Neighborhood Association.

(B) Procedure. Upon any amendment to these Articles being proposed by said Board or members, such proposed amendment shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.

(C) Vote Required. Prior to transition of control of the Board of Directors of the Neighborhood Association from "Ironbridge at Sarasota National" Developer, amendments shall be adopted by the Board of Directors. Subsequent to transition of control of the Board of Directors of the Neighborhood Association, a proposed amendment shall be adopted if it is approved by at least two-thirds (2/3) of the voting interests of the Neighborhood Association, at any annual or special meeting called for that purpose. As long as "Ironbridge at Sarasota National" Developer owns a Parcel, an amendment to these Articles of Incorporation shall not be effective without the prior written consent of "Ironbridge at Sarasota National" Developer, which consent may be denied in "Ironbridge at Sarasota National" Developer's discretion, provided, further, that regardless of whether "Ironbridge at Sarasota National" Developer owns a Parcel, no amendment shall be effective if it affects "Ironbridge at Sarasota National" Developer's rights or alters any provision made for "Ironbridge at Sarasota National" Developer's benefit. In the event that the FHA, VA, or HUD guarantees a mortgage on a Parcel or Living Unit then, amendment of these Bylaws requires prior written approval of FHA, VA or HUD (as applicable) prior to transition of control of the Board of Directors of the Neighborhood Association from "Ironbridge at Sarasota National" Developer to Owners other than "Ironbridge at Sarasota National" Developer. Further in the event that FHA, VA, HUD, FNMA, "Freddie Mac" require these Articles to be amended in order to meet their respective underwriting requirements, the "Ironbridge at Sarasota National" Developer shall have the right to make such amendment, without further consent or approval from any party.

(D) Effective Date. An amendment shall become effective upon filing with the Florida Department of State and recording a Certificate of Amendment in the Public Records of Sarasota County, Florida, with the formalities required for the execution of a deed.

## ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Neighborhood Association shall indemnify and hold harmless any and all Directors, officers, employees, agents or former directors of the Neighborhood Association against all expenses and liabilities, including attorney 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 Director or officer of the Neighborhood 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 Neighborhood Association, in a proceeding by or in the right of the Neighborhood Association to procure a judgment in its favor.

(B) A violation of criminal law, unless the Director 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 Director or officer derived an improper personal benefit.

The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE X

INCORPORATOR: The name and address of the Incorporator is as follows:

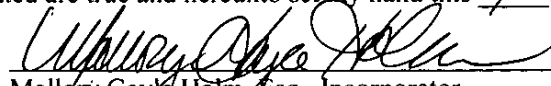
Mallory Gayle Holm, Esq.  
c/o Tuscano, LLC  
4315 Pablo Oaks Court, #1  
Jacksonville, Florida 32224

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT: The name and address of the Registered Agent and the address of the Registered Office is:

Mallory Gayle Holm, Esq.  
c/o Tuscano, LLC  
4315 Pablo Oaks Court, #1  
Jacksonville, Florida 32224

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a not-for-profit corporation to do business in the State of Florida, under the law of Florida, makes and files these Articles of Incorporation, hereby declares and certifies the facts herein stated are true and hereunto set my hand this 1<sup>st</sup> of May, 2009.

  
Mallory Gayle Holm, Esq., Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

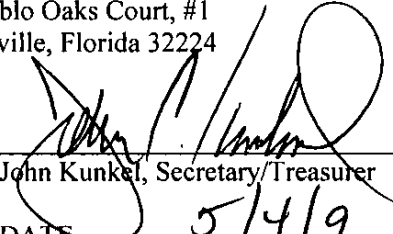
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

"IRONBRIDGE AT SARASOTA NATIONAL" NEIGHBORHOOD ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

Mallory Gayle Holm, Esq.  
c/o Tuscano, LLC  
4315 Pablo Oaks Court, #1  
Jacksonville, Florida 32224

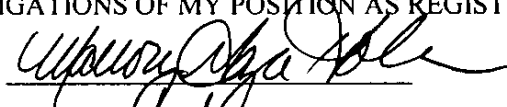
  
\_\_\_\_\_  
John Kunkel, Secretary/Treasurer

DATE

5/4/9

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

  
\_\_\_\_\_

DATE

5/4/9

2009 MAY 11 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED