

19600002034

Courtells
Company

April 9, 1996

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

Re: Stonebridge Landings I Homeowners' Association, Inc.

Ladies and Gentlemen:

With reference to the aforementioned Florida not-for-profit corporation, enclosed herewith are the following document and instrument, to wit:

1. Articles of incorporation for Stonebridge Landings I Homeowners' Association, Inc., which has been executed by its subscribers and its registered agent on April 9, 1996; and
2. The undersigned's escrow account check number 1859, made payable to the Florida Secretary of State, in the amount of \$122.50, which represents the fee to form the corporation (\$35.00), the fee to file the resident agent form (\$35.00) and the fee to obtain a certified copy of the articles of incorporation (\$52.50).

After the same has been filed, I would appreciate receiving a certified copy of the articles of incorporation at your earliest convenience.

Sincerely yours,

Victor L. Stosik

Victor L. Stosik
General Counsel

VLS/cem

Enclosures

701 Brickell Ave., Suite 1400
Miami, Florida 33131-2822
Phone: (305) 379-8467
Fax Number: (305) 381-7875

ARTICLES OF INCORPORATION
OF
STONEBRIDGE LANDINGS I HOMEOWNERS' ASSOCIATION, INC.

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

ARTICLE I
NAME

The name of this Association shall be STONEBRIDGE LANDINGS I HOMEOWNERS' ASSOCIATION, INC., whose present address is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822.

ARTICLE II
PURPOSE OF ASSOCIATION

This Association is being organized in connection with the single family development known as STONEBRIDGE LANDINGS I (the "Development") as evidenced by that certain Declaration of Covenants, Conditions and Restrictions therefor (the "Declaration") as amended from time to time, which is recorded in the Public Records of Orange County, Florida. All terms and definitions as set forth in the Declaration are hereby incorporated herein and made a part hereof. The purpose for which the Association is organized is to maintain, operate, manage and preserve the Development; to provide for the architectural control of the residence lots in the Development; and to promote the health, safety and welfare of the residents of the Development. Unless otherwise specified, the Association shall have and exercise all powers, rights and privileges set forth herein, in the Declaration and in Chapter 617, Florida Statutes, as amended.

ARTICLE III
POWERS

In addition to such other powers as may be set forth in the Declaration, these Articles, the By-Laws or the Florida Statutes, the Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of the Declaration, these Articles, the By-Laws or the Florida Statutes.

B. The Association shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. Assessments. To fix and levy assessments on the Owners of Lots and to collect and enforce payments of such assessments.

2. Right of Entry and Enforcement. To enter upon any portion of the Development for the purpose of enforcing by peaceful means any other provisions of the Declaration or for the purpose of maintaining or repairing any such area if, for any reason whatsoever, maintenance is required thereto.

3. Easement and Rights-of-Way. To grant and convey to the Developer or any third party easements and rights-of-way in, on, over or under any of the Common Areas for the purpose of constructing, erecting, operating or maintaining therein, thereon or thereunder:

a. Overhead or underground lines, cables, wires, conduits or other devices for the transmission of electricity for lighting, heating, power, telephone or other purposes; and

b. Public sewers, storm water drains, pipes, water systems, sprinkler systems, water, heating and gas lines or pipes; and, similar public or quasi-public improvements or facilities.

4. Transfer, Dedication and Encumbrance. To sell, transfer or encumber all or any portion of the Common Areas located in the Development, including the medians in public streets, if any, and any other portion of the property owned by the Association, to a person, firm or entity, whether public or private, and the right of the Association to dedicate or transfer all or any portion of the property owned by the Association to any public agency, authority or utility for the purposes and subject to such conditions as may be agreed to by the Members of the Association. No such sale, transfer, encumbrance or dedication shall be effective unless approved by a vote of seventy-five (75%) percent of the Members of the Association, agreeing to such sale, transfer, encumbrance or dedication. Such vote shall collectively include all the Members. Notwithstanding anything contained herein to the contrary, until the Developer has transferred control of the Association, as provided in the Declaration, the Association shall be permitted to sell, transfer, encumber or dedicate such portion of the Common Areas located in the Development as, in its sole discretion, it shall deem appropriate and in the best interests of the development without the consent or vote of the Members of the Association.

5. Condemnation. To convey a portion of the Common Areas, if any, to a condemning authority for the purpose of providing utility easements, right-of-way expansion, or other public purposes, whether a negotiated sale for the purchase or taking of same or as a result of eminent domain proceedings.

6. Employment of Agents. To employ the services of any person or corporation as Manager, or other employees, to, as may be directed by the Board, manage, conduct and perform the business, obligations and duties of the Association, and to enter into contracts for such purpose. Such agent shall have the right to ingress and egress over such portions of the Common Areas or the Development as is necessary for the performance of such business, duties and obligations.

7. Employment of Professional Advisors. To employ professional counsel and advise such person, firms or corporations such as, but not limited to, landscape architects, recreation experts, planners, lawyers and accountants.

8. Create Classes of Service and Make Appropriate Charges. To create, in its sole discretion, various classes of service and to make appropriate charges therefor for the users thereof, including, but not limited to, reasonable admission and other fees for the use of any recreational facilities situated in the Common Areas and to avail itself of any rights granted by law without being required to render such services to those of its Members who do not assent to the said charges and to such other rules and regulations as the Board deems proper. In addition, the Board shall have the right to discontinue any service on non-payment or to eliminate such services for which there is no demand therefor or adequate funds to maintain the same out of charges.

9. Miscellaneous. To sue and be sued; pay taxes; make and enter into contracts; and insure, enter into leases or concessions and to pass good and marketable title to the

Common Areas, dedicate or transfer all or any part of the Common Areas to a public agency, authority or utility for such purposes and subject to such conditions as may be reasonable; make and execute any and all proper Affidavits for various purposes; compromise any action without leave of Court; and insure its own liability for claims against it and against its officers, directors, employees and contractors.

10. Inspection; Personal Liability. No Member of the Board or any officer of the Association nor any officer or director of the Developer or the Manager shall be personally liable to any Owner or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error or negligence of the Association, provided that such person, firm or entity has, upon the basis of such information as may be possessed by him, acted in good faith, without willful or intentional misconduct.

11. Books and Records. To keep separate books and records in accordance with the Articles and/or By-Laws for the Development.

ARTICLE IV MEMBERS

The qualification of the Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by the Members shall be as follows:

A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Subscribers (the "Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. Upon the recordation of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and the Owners, which in the first instance means the Developer as the owner of lot(s), shall be entitled to exercise all of the rights and privileges of the Members, as set forth in the Declaration.

C. Membership in the Association shall be established by the acquisition of Ownership by a person(s) or entity(ies) of a lot in the Development as evidenced by the recording of an instrument of conveyance amongst the Public Records of Orange County, Florida, whereupon the membership in the Association of the prior Owner thereof, if any, shall terminate. New Members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association. No person or entity holding an interest or title to a Lot as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title.

D. No Member may assign, hypothecate or transfer in any manner his/her membership in the Association or his/her share in the funds and assets of the Association except as an appurtenance to his/her lot. In no event may any membership be severed from the Lot to which it is appurtenant.

E. Except as otherwise provided in the Declaration, each Member shall be entitled to one (1) vote for each lot owned with respect to matters on which a vote by the Owners is required to be taken pursuant to the Declaration for the Development; or, pursuant to the Articles or By-Laws. Notwithstanding anything contained herein to the contrary, the Developer shall have the right to

appoint a majority of the Board of Directors so long as it owns at least one (1) lot in the Stonebridge Landings I Subdivision.

ARTICLE V VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all those Owners with the exception of the Developer and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. Class B Members shall be the Developer (as defined in the Declaration), and shall be entitled to one (1) vote for each Lot owned, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by Class A Members. The Class B membership shall cease and be converted to Class A membership on the happening of one (1) of the following events, whichever occurs earlier:

A. Three (3) months after the total votes outstanding in the Class A membership equal the total outstanding votes in the Class B membership; or

B. Four (4) years from the date of filing of the Declaration; or

C. At such time as the Class B Member voluntarily relinquished its right to vote.

ARTICLE VI TERM

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 VII SUBSCRIBERS

The names and addresses of the Subscribers to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Elias Vassilaros	701 Brickell Avenue, Suite 1400 Miami, Florida 33131-2822
Charles F. Rogers	701 Brickell Avenue, Suite 1400 Miami, Florida 33131-2822
Victor L. Stosik	701 Brickell Avenue, Suite 1400 Miami, Florida 33131-2822

ARTICLE VIII OFFICERS

A. The affairs of the Association shall be managed by a President, one (1) or several Vice President(s), a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice President, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be

electd annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be electd by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the same person hold the office of President who holds the office of Secretary or Assistant Secretary.

ARTICLE IX
FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President	Elias Vassilaros
Vice President	Charles F. Rogers
Secretary	Victor L. Stosik
Treasurer	Charles F. Rogers

ARTICLE X
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 701 Brickell Avenue, Suite 1400, Miami, Florida 33131-2822, and the name of the initial resident agent of this corporation at that address is Victor L. Stosik.

ARTICLE XI
BOARD OF DIRECTORS

A. The form of administration of the Association shall be by a Board of not less than three (3) Directors nor more than seven (7) Directors, the exact amount to be determined from time to time by the Board and in accordance with the Declaration. The number of Directors initially constituting the Board (as hereinafter defined) shall be three (3).

B. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Elias Vassilaros	701 Brickell Avenue, Suite 1400 Miami, Florida 33131-2822
Victor L. Stosik	701 Brickell Avenue, Suite 1400 Miami, Florida 33131-2822
Charles F. Rogers	701 Brickell Avenue, Suite 1400 Miami, Florida 33131-2822

The Developer reserves the right to designate successor Directors and/or officers to serve on the Board so long as the Class B membership, as defined in the Declaration, shall remain in existence. The Developer may, however, in its sole discretion, relinquish control of the Association to Owners, other than the Developer, at any time, irrespective of whether or not the Developer is offering lots for sale in the Development. The Developer reserves the right to appoint members to the Board so long as the Developer controls the Association in accordance with the provisions of the Declaration. During such period of time, Owners shall not have the right to elect members to the Board. Except for the Developer and its representatives, every Director must be an Owner.

C. The initial Board shall serve unless the successor Developer representatives are appointed or until turnover of control as provided for herein. Unless otherwise provided for herein, vacancies on the Board shall be filled in accordance with the provisions of the By-Laws.

D. At such time as the Owners (other than the Developer) are permitted to elect officers and directors of the Association, the Board shall consist of three (3) Directors to be designated by members of the Association. Voting shall be conducted in accordance with the provisions of the By-Laws.

ARTICLE XII **INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, or of any acts involving criminal liability, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

ARTICLE XIII **TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XIV **BY-LAWS**

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws. As is set forth in the By-Laws, the By-Laws may be amended by a majority vote of the members present at an Annual Members Meeting or a special meeting of the members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board.

ARTICLE XV **ANNEXATION**

Residential property, common area(s) and recreational facilities may be annexed to the Property with the consent of two-thirds (2/3rds) of the members of the Association. Such

annexation shall become effective upon the recording of an amendment to the Declaration.

ARTICLE XVI **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3rds) of the total number of the members. Upon dissolving the Association, other than incident to a merger or consolidation with a similar association, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event the dedication is refused or not accepted, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XVII **AMENDMENTS**

A. Prior to the recording of the Declaration amongst the Public Records of Brevard County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these Articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

B. After the recording of the Declaration amongst the Public Records of Brevard County, Florida, these Articles may be amended in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or the members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted to and approved by the other of said bodies. Approval by the Members must be by not less than two-thirds (2/3rds) vote of the members of the Association and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Orange County, Florida.

D. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of the Developer, including the right to designate and select the Directors as provided in Article IX hereof, or the provisions of this Article XII, without the prior written consent therefor by the Developer.

ARTICLE XVIII **FHA/VA APPROVAL**

As long as there is a Class B membership, as that term is defined in Article IV hereof, the Federal Housing Administration and Veterans Administration must approve the annexation of additional properties including common areas and recreational

facilities, the merger or consolidation of the Association with a similar association, mortgaging of the Common Areas as that term is defined in the Declaration, or the dissolution or amendment of those Articles of Incorporation of Stonebridge Landings I Homeowners' Association, Inc.

ARTICLE XIX

In case of any conflict between these Articles of Incorporation and the By-Laws of the Association, these Articles shall control; and in case of any conflicts between these Articles and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, the Subscribers have hereunto affixed each of their signatures the day and year set forth below.

Dated: APRIL 9, 1996

Elias Vassilaros
Elias Vassilaros

Dated: APRIL 9, 1996

Charles F. Rogers
Charles F. Rogers

Dated: APRIL 9, 1996

Victor L. Stosik
Victor L. Stosik

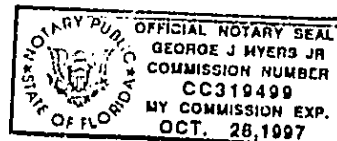
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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 Victor L. Stosik, personally to me known to be the person described as one of the Subscribers in and who, under oath executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid, this 5th day of April, 1996.

George J. Myers Jr.
Name: George J. Myers Jr.
Notary Public, State of Florida

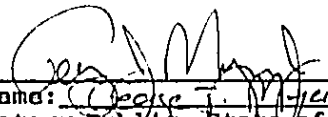
My commission expires: 10-26-97



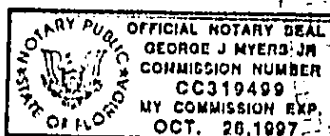
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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 Elias Vassilaros, personally to me known to be the person described as one of the Subscribers in and who, under oath, executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid, this 5th day of April, 1996.


Name: George J. Myers Jr.
Notary Public, State of Florida

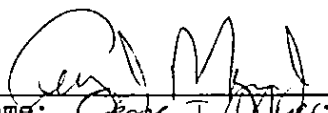
My commission expires: 10-26-97



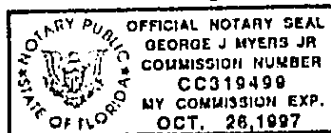
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

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 Charles F. Rogers, to me personally known to be the person described as one of the Subscribers in and who, under oath executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State aforesaid, this 5th day of April, 1996.

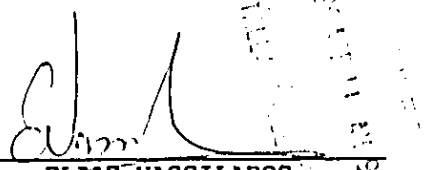

Name: George J. Myers Jr.
Notary Public, State of Florida

My commission expires: 10-26-97



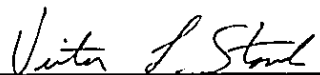
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FIRST: THAT THE STONEBRIDGE LANDINGS HOMEOWNERS' ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED VICTOR L. STOSIK, LOCATED AT 701 BRICKELL AVENUE, SUITE 1400, MIAMI, FLORIDA 33131-2822, TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


NAME: ELIAS VASSILAROS
TITLE: SUBSCRIBER

DATE: APRIL 9, 1996

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.


NAME: VICTOR L. STOSIK
TITLE: RESIDENT AGENT

DATE: APRIL 9, 1996

SENTRY
MANAGEMENT INC.
COMMUNITY ASSOCIATION MANAGEMENT

N96000002034 3, 1997

2180 West SR 434
Suite 5000
Longwood, FL 32779
PH: 407-788-6700
FAX: 407-788-7488

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

RE: Stonebridge Landings I Homeowners Association, Inc.
Document Number N96000002034

Gentlemen:

Would you please correct the mailing address and the business address of the subject corporation to read:

2180 West SR 434, Suite 5000
Longwood, FL 32779-5044

We will be forwarding a Change of Registered Agent Form shortly.

Should you have reason to correspond with us concerning this association, please refer to it by name. We manage almost 300 such associations and correspondence addressed to Sentry Management cannot be identified.

Thank you.

Sincerely,

SENTRY MANAGEMENT, INC.

Sherri Barwick

Sherri Barwick
Manager of Operations

cc: RNieves

B5/22

N 96000002034

**SENTRY
MANAGEMENT INC.**

2180 State Road 434 W Ste 5000
Longwood FL 32779-5044

135700 STANLEY, JAMES S
ADDRESS CORRECTION REQUESTED

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #) 000002226710--8
-06/30/97--01127--001
*****35.00 35.00

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☒	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
97 JUN 30 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JW 7/3

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: STONEBRIDGE LANDINGS I HOMEOWNERS' ASSOCIATION, INC.

1b. The mailing address of the corporation is : 2180 WEST SR 434 STE 5000
LONGWOOD FL 32779-5044

1c. Date of Incorporation: 04/11/96 Document number: N96000002034

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

STOSIK, VICTOR L
701 BRICKELL AVE STE 1400
MIAMI FL 33131-2822

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

JAMES W. HART, JR.
SENTRY MANAGEMENT, INC.
2180 WEST SR 434 STE 5000
LONGWOOD FL 32779-5044

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Linda L. Walters
(Signature of an officer, chairman or
vice chairman of the board)

June 25, 1997
(Date)

LINDA L. WALTERS, PRESIDENT
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

5/13/97
(Date)

If signing on behalf of an entity:

JAMES W. HART, JR.

(Typed or Printed Name)

PRESIDENT

(Capacity)

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