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LAW OFFICES
WEISENFELD & ASSOCIATES, P.A.

550 BILTMORE WAY
SUITE 1120
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-4477
TELEFAX (305) 774-2944

February 16, 1999

VIA AIRBORNE EXPRESS

CORPORATE RECORDS BUREAU
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

**Re: Articles of Incorporation of Stonewood Estates at Cypress Springs II
Homeowners' Association, Inc.**

Dear Sir/Madam:

100002780651--1
-02/19/99--01046--016
****122.50 *****78.75

With reference to the above-captioned corporation, please find enclosed the original Articles of Incorporation along with our check, payable to the Secretary of State, in the amount of \$122.50 in payment of the filing fee and certified copy fee.

Please return the certified copy of the Articles of Incorporation to the attention of the undersigned in the self-addressed stamped envelope provided for your convenience.

If you have any questions, please let me know.

Sincerely,



Patricia G. Perera
Legal Assistant

:pgp

Enclosures
1150-01

FILED
99 FEB 19 AM 8:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

02/19/99

Prepared by and recorded
copies should be sent to:
Mildred S. Crowder, Esq.
WEISENFELD & ASSOCIATES, P.A.
550 Biltmore Way, Suite 1120
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA
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ARTICLES OF INCORPORATION OF STONEWOOD ESTATES AT CYPRESS SPRINGS
II HOMEOWNERS' ASSOCIATION, INC.

ARTICLE I - NAME

The name of the corporation is STONEWOOD ESTATES AT CYPRESS SPRINGS II HOMEOWNERS' ASSOCIATION, INC., a Florida not for profit corporation, hereinafter referred to as the "Corporation" or "Association". The principal place of business and the mailing address of this Corporation is 120 Fairway Woods Boulevard, Orlando, Florida 32824.

ARTICLE II - EXISTENCE

This Association shall have perpetual existence unless dissolved in accordance with the terms of these Articles of Incorporation.

ARTICLE III - PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the enforcement of the Declaration of Covenants and Restrictions for Stonewood Estates at Cypress Springs II (the "Declaration") and any amendments thereto which subject additional property to the Declaration, and to provide for the maintenance and preservation of the Common Properties as that term is defined in the Declaration, and to operate and maintain the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit No. 4-095-0096M10 and assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and collect adequate assessments from members of the Association for the cost of maintenance and operation of the Surface Water or Stormwater Management System which shall include, but not be limited to, the retention areas, drainage structures, and drainage easements.

ARTICLE IV - MEMBERSHIP

Every person or entity who is a record owner of a fee interest in any Lot, as that term is defined in the Declaration, which is subject to assessment by the Association, shall automatically be a member of the Association upon the recordation in the Public Records of Orange County, Florida, of the deed or other instrument establishing the acquisition and designating the Lot affected thereby. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Such membership shall automatically terminate when such person or entity is no longer the record Owner of a Lot.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 550 Biltmore Way, Suite 1120, Coral Gables, Florida 33134, and the name of the initial Registered Agent of this corporation at such address is Joseph J. Weisenfeld.

ARTICLE VI- INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

NAME

ADDRESS

Charles D. O'Hara

120 Fairway Woods Boulevard
Orlando, Florida 32824

ARTICLE VII - BOARD OF DIRECTORS

The names and addresses of the persons who constitute the initial Board of Directors, until the selection and qualification of their successors, are:

Charles D. O'Hara
President

120 Fairway Woods Boulevard
Orlando, Florida 32824

Colleen Bringman
Vice President

120 Fairway Woods Boulevard
Orlando, Florida 32824

Cindy L. Erskine
Secretary/Treasurer

120 Fairway Woods Boulevard
Orlando, Florida 32824

The Directors of the Corporation shall be elected as provided in the Bylaws.

ARTICLE VIII - DISSOLUTION

The Association may be dissolved no sooner than thirty (30) years from the date of incorporation with the assent given in writing and signed by not less than three fourths (3/4) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be granted, conveyed and assigned to any corporation not for profit, association, trust, public agency or other organization provided that it is to be used for purposes similar to those for which this Association was created, and the Association shall be dissolved in accordance with law. Additionally, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which will comply with Section 40C-42.027 F.A.C. and which must be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE IX - AMENDMENTS

Amendments to these Articles of Incorporation shall require the approval of a minimum of two thirds (2/3) of the entire membership and shall be effective when a copy thereof has been filed with the Secretary of State of Florida and all filing fees have been paid. These Articles may not be amended in any manner which shall amend, modify or affect any terms and conditions, rights or obligations set forth in the Declaration.

Amendments to the Articles of Incorporation shall be made in the following manner:

A. The Board of Directors shall adopt a resolution setting forth the proposed amendment, and, if members have been admitted to the Association, direct that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of the Board of Directors and the provisions for adoption by members shall not apply.

B. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

C. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon an affirmative vote of two-thirds (2/3) of the votes of all members entitled to vote thereon.

The Articles of Amendment shall be executed by the corporation by its president and vice president and by its secretary or an assistant secretary and acknowledged by one of the officers signing such amendment and shall set forth:

A. The name of the corporation.

B. The amendments so adopted.

C. The date of the adoption of the amendment by the members or by the Board of Directors when no members have been admitted.

The Articles of Amendment shall be delivered to the Department of State. If the Department of State finds that the Articles of Amendment conform to law, it shall, when all fees and taxes have been paid as prescribed in this chapter, file the Articles of Amendment as required by law.

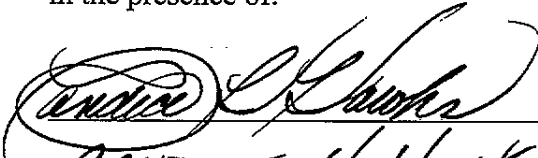
ARTICLE X - HUD AND VA APPROVAL

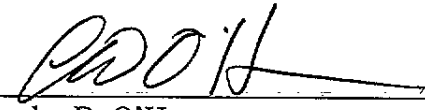
For so long as there is a Class B membership, as that term is defined in the Declaration, the following actions will require the approval of the Department of Housing and Urban Development or the Veterans Administration if any mortgage encumbering a Lot is guaranteed or insured by either such agency: (a) annexation of additional properties; (b) mergers and consolidations; (c) mortgaging or dedication of Common Area and (d) dissolution or amendment of these Articles. Such approval, however, shall not be required where the amendment is made to correct errors, omissions or conflicts or is required by any institutional lender so that such lender will make, insure or guarantee mortgage loans encumbering the Lots, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Declarant or to the Association within twenty (20) days after a request for such approval is delivered to the agency by certified mail, return receipt requested, or equivalent delivery.

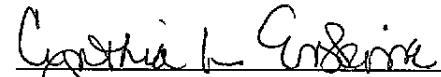
IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, I, the undersigned, constituting the subscriber and incorporator of this

Association, have executed these Articles of Incorporation for Stonewood Estates at Cypress Springs II Homeowners' Association, Inc. on this 9th day of February, 1999.

Signed, sealed and delivered
in the presence of:


CANDICE H. HAWKS
Print or Type Name

 (SEAL)
Charles D. O'Hara


CYNTHIA L. ERSKINE
Print or Type Name

STATE OF FLORIDA)
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 9th day of February, 1999, by Charles D. O'Hara

[NOTARIAL SEAL]


NOTARY PUBLIC

Personally Known ✓ OR Produced Identification _____

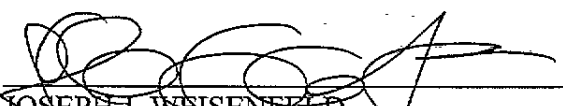
Type of Identification Produced _____

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

IN COMPLIANCE WITH FLORIDA LAW, THE FOLLOWING IS SUBMITTED:

THAT STONEWOOD ESTATES AT CYPRESS SPRINGS II HOMEOWNERS'
ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 120 FAIRWAY
WOODS BOULEVARD, ORLANDO, FLORIDA 32824 HAS NAMED JOSEPH J. WEISENFELD
AT WEISENFELD & ASSOCIATES, P.A., 550 BILTMORE WAY, SUITE 1120, CORAL
GABLES, FLORIDA 33134, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

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.


JOSEPH J. WEISENFELD
(REGISTERED AGENT)

\\hoa-docs\stonewood.art

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99 FEB 19 AM 8:25
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA