



THE UNITED STATES CORPORATION COMPANY

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032
REFERENCE : 260049 11680A
AUTHORIZATION :
COST LIMIT : \$ 78.75

ORDER DATE : June 2, 1999
ORDER TIME : 3:29 PM
ORDER NO. : 260049-005
CUSTOMER NO: 11680A

CUSTOMER: Ms. Carol Ice
CROSS COUNTRY TITLE
CROSS COUNTRY TITLE
Suite 114
2499 Glades Road
Boca Raton, FL 33431

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DOMESTIC FILING

NAME: STONEBROOK ESTATES COMMUNITY ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

Handwritten notes: PH 6/1/99, 13368, PH 6/7/99, 13

DEPARTMENT OF STATE
VISION OF REVENUE

99 JUN -8 PM 4:49

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 9, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: STONEBROOK ESTATES COMMUNITY ASSOCIATION, INC.
Ref. Number: W99000013368

We have received your document for STONEBROOK ESTATES COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 199A00031040

RESUBMIT

Please give original
submission date as file date.

SEP 11 1999
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32311

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STONEBROOK ESTATES COMMUNITY ASSOCIATION, INC.
(A Corporation Not For Profit)

I. NAME

The name of this non-stock corporation shall be STONEBROOK ESTATES COMMUNITY ASSOCIATION, INC. (the hereinafter referred to as the "Association"). The principal address of the corporation is; c/o St. Andrews Sales, 7227 Clint Moore Road, Boca Raton, Florida 33496, and the mailing address shall be the same.

II. PURPOSES

The general nature, objects and purposes of the Association are:

1. To promote the welfare of the Owners of Property within that residential area referred to as Stonebrook Estates Community Association, Inc. and described in the Declaration of Covenants and Restrictions for Stonebrook Estates (the "Declaration") executed contemporaneously herewith by Stonebrook Estates, Ltd. and to be recorded in the Public Records of Broward County, Florida.
2. To own and maintain, repair and replace the Common Areas, the general areas, the security entry gates and guardhouses, sidewalks and/or access paths, streets and other Common Areas, structures, landscaping and other improvements in and/or benefiting the property for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems, or other structures constructed, placed or permitted to remain in the Property, as well as any alteration, improvement, addition or change thereto.
4. To insure compliance with the master Land Use Plan under the Planned Unit Development Ordinances of Broward County, Florida, applicable to the Property.
5. To provide or provide for such other services the responsibility for which has been accepted by the Association, and the capital improvements and equipment related thereto.

6. To operate without profit for the benefit of its members.
7. To insure compliance with the requirements of the South Florida Water Management District and Central Broward Drainage District.
8. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

III. GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration, and to also have all of the powers necessary to implement the purposes of the Association.
2. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.
3. To promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
4. To delegate power or powers where such is deemed in the interest of the Association.
5. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interest in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.
6. To fix assessments to be levied against Lots within the Property and the cost of effectuating the objects and purposes of the Association, and to authorize its Board of Directors, in its discretion, to enter into agreements with companies and other organizations for the collection of such assessments.

7. To charge recipients for services rendered by the Association and the user for use of Association Property where such is deemed appropriate by the Board of Directors of the Association.

8. To pay taxes and other charges, if any, on or against the Common Area or accepted by the Association.

9. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

10. To maintain, repair, replace, operate and manage the Association properties, including but not limited to the common irrigation system, and the Surface Water Management System as authorized by the South Florida Water Management District and Central Broward Drainage District, including all retention areas, culverts and related appurtenances, if any, including the right to reconstruct improvements after casualty and further to improve and add to the Association properties.

11. To join any elective association or partnership; provided, however, for so long as Declarant owns any Lot within the Property, the Declarant shall appoint any representative(s) to such elective association or partnership. After Declarant no longer owns any Lot within the Property, representative(s) shall be designated by vote of the Board of Directors.

IV. MEMBERS

1. The Members shall consist of the Lot Owners in the Property and all such Owners shall be members of the Association. There shall be two (2) classes of members as follows:

A. **CLASS A MEMBERS.** Class A Members shall be all Lot Owners other than the Class B Member. Owners of Lots shall automatically become Class A members upon purchase of such Lots.

B. **CLASS B MEMBER.** The Class B Member shall be STONEBROOK ESTATES, LTD., a Florida limited partnership, or its designee, successor or assignee, as Declarant of the Property.

2. "Declarant", "Owner", "Lot", and any and all other defined terms used herein and elsewhere in these Articles which are defined in the Declaration and are used with the definitions given those terms in the Declaration and shall have the same meaning herein as therein.
3. The Property consists of that certain real property situated in Broward County, Florida, described on Exhibit "C" attached hereto and made a part hereof.

V. VOTING AND ASSESSMENTS

1. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to one (1) vote for each Lot in which he holds the interest required for Membership. When one or more persons hold 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 (1) vote be cast with respect to any Lot. Except where otherwise required under the provisions of these Articles, the Declaration, or By-Laws, the affirmative vote of the Owners of a majority of Lots represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon the members.
2. Until three (3) months after ninety (90%) percent of the Lots have been conveyed to Owners, Declarant shall have the right (but not the obligation) to appoint a majority of the Board of Directors.
3. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration of Covenants and Restrictions for the Property, as supplemented by the provisions of the Articles and By-Laws of the Association relating thereto.

VI. BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors provided that the first Board of Directors shall consist of three (3)

Directors and that there shall always be an odd number of Directors. All Directors shall be Members of the Association except that so long as the Developer shall have the right to appoint a majority of the Board of Directors, Directors need not be Members of the Association. The Class B Member shall elect all three (3) Directors to serve on the initial Board of Directors. Each Director shall serve for a term of one (1) year or until his or her successor is duly elected or appointed. Notwithstanding any provisions herein to the contrary, any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member and may not be removed except by action of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by the Class B Member.

2. The names and addresses of the members of the first Board of Directors who shall hold office until the members are entitled to elect a majority of the Board of Directors or until their successors are elected or appointed, are as follows:

Ronald Reitsma
Joe Falso
Lawrence Abrams

VII. OFFICERS.

1. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the members are entitled to elect a majority of the Board of Directors or until their successors are duly elected are:

President - Ronald A. Reitsma
Vice President - Joe Falso

Secretary - Lawrence Abrams
Treasurer - Lawrence Abrams

VIII. CORPORATE EXISTENCE

The Association shall have perpetual existence.

IX. BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles.

X. AMENDMENT TO ARTICLES OF INCORPORATION AND BY-LAWS

These Articles and By-Laws may be altered, amended or repealed by vote of a majority of the Board of Directors and a majority vote of the Membership at a duly called meeting of the Members; provided, however, that no amendment affecting Stonebrook Estates, Ltd., or its successors or assigns as Declarant of the Property shall be effective without the prior written consent of said Stonebrook Estates, Ltd., or its successors or assigns, as Declarant.

XI. SUBSCRIBER

The name and address of the subscriber is as follows:

Ronald A. Reitsma
7227 Clint Moore Road
Boca Raton, Fl. 33496

XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director, officer or committee member made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding.

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, or committee member of the Association, or in his capacity as Director, officer, employee, agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, officer or committee member of the Association, or by reason of his being or having been a Director, officer, employee, agent, committee member of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director, officer, or committee member acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by

the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

1. No contract or transaction between the Association and one (1) or more of its Directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or 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.

2. 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.

XIII. DISSOLUTION OR MERGER OF THE ASSOCIATION

1. Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

A. Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

B. Dedication to Broward County, Florida, or its successor, of the Common Areas, as defined in the Declaration of Covenants and Restrictions for the

Property, which shall be effective without the prior written consent of said County or its successor.

C. Remaining assets shall be distributed among the members as tenants in common, each members, share of the assets to be determined in accordance with its voting rights.

2. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the voting rights of the Association's Members.
3. In the event that the Association is dissolved for any reason whatsoever, title to the surface water management system, if any, shall be transferred to either a governmental unit or other non-profit organization which will provide for the continued operation and maintenance of the surface water management system.
4. The Association may be merged into another not for profit corporation upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and if such decree be necessary at the time of merger, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.051 or statute of similar import, and approved by two thirds (2/3) of the voting rights of the Association's Members. Provided, however, no merger shall be effective without the consent of the Developer for so long as it has the right to appoint any Director to the Board of the Association which consent may be withheld for any reason whatsoever.

XIV. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office is 7227 Clint Moore Road, Boca Raton, Florida 33496 and the initial registered agent at such address is Ronald A. Reitsma.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand and seal this 1ST day of JUNE, 1999.

WITNESSES:

Jaceline James

Ronald A. Reitsma
Ronald A. Reitsma

STATE OF FLORIDA)
)SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this JUNE 1ST day of 1999 by Ronald A. Reitsma, who is () personally known to me or () as identification and who did/did not has produced take an oath.

Lawrence Abrams
Notary Public, State of Florida

LAWRENCE ABRAMS
(print name)



My Commission Expires:

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

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SECRETARY OF STATE
FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Stonebrook Estates Community Association, Inc.

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

Ronald A. Reitsma Agent
(NAME)

Ronald A. Reitsma 7227 Clint Moore Road, Boca Raton, FL 33496
(P.O. Box or Mail Drop Box **NOT** Acceptable)

(CITY/STATE/ZIP)

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)