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FLORIDA PROFIT/NON PROFIT CORPORATION**Stoneybrook Hills Master Association, Inc.**

| | |
|-----------------------|---------|
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JMK
4/2/20

**ARTICLES OF INCORPORATION
OF
STONEYBROOK HILLS MASTER ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be STONEYBROOK HILLS MASTER ASSOCIATION, INC. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 6750 Forum Drive, Suite 310, Orlando, FL 32821, and the initial Registered Agent shall be CF Registered Agent, Inc., whose mailing address shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the members of the Association, and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Stormwater Management Master Association recorded in the public records of Orange County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration;
- (c) Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (d) Maintain, repair and replace Shared Stormwater Ponds as contemplated by the Declaration; and
- (e) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. The term "Member" shall have the same meaning herein as are ascribed to such term in the Declaration. Memberships in the Association shall not be assignable.

H20000098317 3

B. Voting. Each Member shall be entitled to a vote equal to its Proportionate Share. Proportionate Share shall be determined in accordance with the Declaration.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: INCORPORATOR

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

NAME

ADDRESS

Jin Liu

Carlton Fields
4221 W. Boy Scout Blvd.
Tampa, Florida 33607

ARTICLE VI: MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the By-Laws or by the Board of Directors of the Association from time to time. Directors shall be elected for one (1) year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the first quarter of each fiscal year in the manner prescribed in the By-Laws of the Association, and shall hold office until their respective successors are duly elected and qualified. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

Title

Identity

President

Michelle Barr

Vice President

Valerie D'Ambrosio

Secretary-Treasurer

Dustin McGlinchey

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ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the Members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

| | |
|--------------------|---|
| Michelle Barr | 6750 Forum Drive, Suite 310, Orlando, FL 32821 |
| Valerie D'Ambrosio | 6750 Forum Drive, Suite 310, Orlando, FL 32821 |
| Dustin McGlinchey | 6750 Forum Drive, Suite 310, Orlando, FL 32821 |

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded according to the procedures set forth in Article X below.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be altered, amended, or rescinded by the affirmative vote of two-thirds (2/3) of the Board, and, after notice to the Members, by the affirmative vote of a majority of the votes of the Members present at any regular or special meeting of the membership.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

CF Registered Agent, Inc.
100 S. Ashley Drive, Suite 400
Tampa, Florida 33602

The above address is also the address of the registered office of the Association.

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TALLAHASSEE, FL 32399

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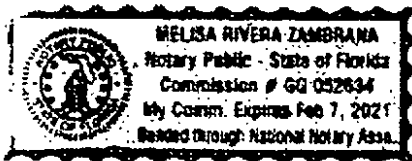
Jin Liu, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, by means of ☐ physical appearance or
☐ online notarization, this 1st day of April, 2020, by Jin Liu, who
is personally known to me.

My Commission Expires: 2/7/2021

(AFFIX NOTARY SEAL)



(Signature)

Name Melisa Rivera Zambrana
(Legibly Printed)

Notary Public, State of Florida

GG 052634

(Serial Number, if any)

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for
STONEBROOK HILLS MASTER ASSOCIATION, INC., hereby accepts the appointment as
registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the
provisions of all statutes relating to the proper and complete performance of its duties and is familiar with
and accepts the obligations of its position as registered agent.

CF Registered Agent, Inc.



By: Jin Liu

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TALLAHASSEE, FLORIDA

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