

No 2000004711

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BASIC AMENDMENT

STONEGATE AT SILVER LAKE HOMEOWNERS ASSOCIATION, INC

Certificate of Status	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 24, 2002

STONEGATE AT SILVER LAKE HOMEOWNERS ASSOCIATION, INC.
2100 LAKE EUSTIS DRIVE
TAVARES, FL 32778

SUBJECT: STONEGATE AT SILVER LAKE HOMEOWNERS ASSOCIATION, INC.
REF: N02000004711

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Please entitle your document Amended and Restated Articles of Incorporation. ①

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval. ②

EXHIBIT A SHOULD BE THE AMENDED AND RESTATED ARTICLES OF INCORPORATION. WHAT IS NOW ARTICLES OF AMENDMENT SHOULD BE THE "CERTIFICATE" TO AMENDED AND RESTATED ARTICLES. ③

Please return 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) 245-6880.

Karen Gibson
Corporate Specialist

FAX Aud. #: H02000158934
Letter Number: 802A00045078



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 1, 2002

STONEGATE AT SILVER LAKE HOMEOWNERS ASSOCIATION, INC.
2100 LAKE EUSTIS DRIVE
TAVARES, FL 32778

SUBJECT: STONEGATE AT SILVER LAKE HOMEOWNERS ASSOCIATION, INC.
REF: N02000004711

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers. (V)

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document. (V)

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval. (V)

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors. (V)

Please return 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) 245-6906.

Darlene Connell
Corporate Specialist

FAX Aud. #: H02000158934
Letter Number: 002A00041599

HO 20001 589348


Certificate To Amended And Restated Articles Of Incorporation Of StoneGate At Silver Lake Homeowners Association, Inc.

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.007, Florida Statutes, StoneGate At Silver Lake Homeowners Association, Inc., a Florida nonprofit corporation, adopts the following articles of amendment to its Articles of Incorporation.

The Articles of Incorporation of the above named corporation are amended in the entirety and restated as set forth in the attached Exhibit "A".

There are no members or members entitled to vote on the amendment. The foregoing amendment and restatement does not require member approval, and was adopted on June 19, 2002, by unanimous written consent of all of the directors serving on the Board of Directors of the Corporation.


In Witness Whereof, I, the undersigned Chairman of the Board of Directors and President of the above corporation, have executed these Articles of Amendment on June 19, 2002.

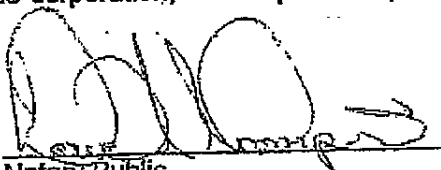
By: 
Keith J. Shamrock
Its: Chairman and President

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State of Florida
County of Lake

The foregoing Articles of Amendment were acknowledged before me this 19th day of June 2002, by Keith J. Shamrock, as Chairman and President of StoneGate At Silver Lake Homeowners Association, Inc., on behalf the corporation, who is personally known to me and who did not take an oath.

 David M. Campione
My Commission CC845727
Expires July 23, 2003


Notary Public
My commission expires:

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Exhibit "A"

Amended and Restated Articles Of Incorporation Of StoneGate At Silver Lake Homeowners Association, Inc.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**Article I
Name**

The name of the Corporation is "StoneGate At Silver Lake Homeowners Association, Inc." hereafter referred to as the "Association"

**Article II
Not For Profit**

The Association is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Association is not formed for pecuniary profit. No part of the income or assets of the Association is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**Article III
Commencement Of Corporate Existence
And Duration**

The date when corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The duration (term) of the Association is perpetual.

**Article IV
Purposes**

The Association is organized, and shall be operated exclusively for, the following purposes:

1. To enforce the Declaration of Easements, Covenants, Conditions and Restrictions of StoneGate At Silver Lake (the "Declaration"), consisting of homesites in Lake County, Florida, to be the Association referred to in said Declaration, and to assess homeowners in accordance with said Declaration, and levy and collect adequate assessments against its Members for the cost of maintenance and operation of the surface water or stormwater management system.
2. Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration that relate to the surface water or stormwater management system.

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3. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

4. To do such other things as are incidental to the purposes of the Association or necessary or desirable in order to accomplish them.

**Article V
Limitation**

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

**Article VI
Dissolution**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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 that would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**Article VII
Members**

Members: Every owner of a lot subject to assessment shall be a member of the Association. 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 subject to assessment by the Association.

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Voting Rights: The Association shall have two classes of voting membership:

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

Class B. The Class B member shall be the Developer, whom shall be entitled to three (3) votes for each Lot owned. For purposes of this provision, the number of Lots owned by Developer shall be calculated based on the total number of lots comprising all current and future phases of the Community. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
- (b) on December 31, 2010, or
- (c) on written notification to the Association from Developer, at Developer's sole discretion, to relinquish those rights as a Class B member and elect to convert membership to a Class A membership.

**Article VIII
Initial Registered Office And Agent
And Principal Office Of The Association**

The street and mailing address of the initial registered office of business and principal office of the Association is 2100 Lake Eustis Drive, Tavares, Florida 32778, and the initial registered agent of the Association at that address is Keith J. Shamrock. The principal office address and the registered office address is the same.

**Article IX
Initial Board Of Directors**

The management of the Association shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors at the annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges.

At the first annual meeting of the Association, the Members shall elect individuals to the Board of Directors, the terms of office of the directors to the Board of Directors shall be fixed at one (1) year two (2) years and three (3) years. The Board of Directors shall be elected simultaneously with one ballot or election. At the expiration of the initial terms of office of each respective director of the Board of Directors, a successor shall be elected to serve for a similar term as the director being replaced. The directors comprising the Board of Directors shall hold office until their respective successor has been elected by the Association.

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**Article X
Officers**

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of initial officers of the Association are as follows:

Title	Name	Address
President	Keith J. Shamrock	2100 Lake Eustis Drive Tavares, Florida 32778
Secretary and Treasurer	Fred Brown	2100 Lake Eustis Drive Tavares, Florida 32778

**Article XI
Incorporators**

The name and address of each Incorporator is as follows:

Name	Address
Keith J. Shamrock	2100 Lake Eustis Drive Tavares, Florida 32778

**Article XII
Bylaws**

The Bylaws of the Association are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

**Article XIII
Amendment**

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation.

Amendment of these Articles of Incorporation may be proposed by a resolution executed by at least 25 % of the entire membership of the Association, which proposal shall be presented to a quorum of members for their vote. Amendment of these Articles of Incorporation shall require the assent of seventy five percent (75%) of the entire membership.

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**Article XIV
Indemnification**

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

**Article XV
Conflict**

In the event that any provision of these Articles of Incorporation conflict with any provision of the Declaration, the provision of the Declaration in conflict shall control.

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