

N04389

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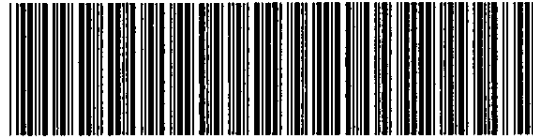
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C. MUSTAIN

*[Handwritten Signature]*

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Stonebridge Golf and Country Club of Boca Raton Property Owners' Association, Inc.

DOCUMENT NUMBER: N04389

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Chelle Konyk, Esquire

(Name of Contact Person)

St. John Rossin Burr Lemme, PLLC

(Firm/ Company)

1601 Forum Place, Suite 700

(Address)

West Palm Beach, Florida 33437

(City/ State and Zip Code)

mwhite@stonebridgefl.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Chelle Konyk

(Name of Contact Person)

at ( 561 ) 655 8994

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**of STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON**  
**PROPERTY OWNERS' ASSOCIATION, INC.**

**A Not-for-Profit Florida Corporation**

WE, the undersigned, acknowledge and file in the office of the Secretary of State of the State of Florida, for the purpose of forming a non-profit corporation in accordance with the laws of the State of Florida, these Amended and Restated Articles of Incorporation, as by law provided. As used herein, terms defined in the Amended and Restated Declaration of Covenants and Restrictions for STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON (the "Declaration") shall mean the same herein.

**ARTICLE I**

**NAME**

The name of the corporation shall be STONEBRIDGE GOLF AND COUNTRY CLUB OF BOCA RATON PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation".

**ARTICLE II**

**PURPOSE**

This Corporation is organized pursuant to Chapter 617 and Chapter 720, Fla. Stat. (2003), for the purpose of operating, governing, administering and managing the property and affairs of Stonebridge Golf and Country Club of Boca Raton, a residential community and private golf course located in Boca Raton, Florida. The Corporation shall exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws of the Corporation, these Articles, and by the Declaration, and shall acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a property owner's association.

**ARTICLE III**

**POWERS**

The powers of the Association shall include and be governed by the following provisions:

Section 1. 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 these Articles and the Declaration, and all the powers set forth in the Declaration which are lawful.

Section 2. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- (A) To operate and manage the Association, the Association Property and the Common Property in accordance with the purpose and intent contained in the Declaration;
- (B) To make and collect assessments against members to defray the costs of the Association and to set up a reserve for the general use of the association;
- (C) To use the proceeds of assessments in the exercise of its powers and duties;
- (D) To maintain, repair, replace and operate the Association Property and the Common

Property;

(E) To reconstruct improvements upon the Association Property and the Common Property after casualty and to further improve such Properties;

(F) To make and amend By-Laws for the Association and regulations respecting the use of the Association Property and the Common Properties;

(G) To approve or disapprove all proposed purchasers, lessees and mortgagees of Parcels as required by the Declaration;

(H) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and regulations for the use of the property owners;

(I) To collect for the management and maintenance of the property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Association Property and the Common Property. The Association shall, however, retain at all times the powers and duties granted them by the Declaration, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

Section 3. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members of the Association in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the members, directors, or officers of the Association.

Section 4. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Property.

#### **ARTICLE IV**

##### **MEMBERS**

Section 1. All Parcel Owners and the Club Owner shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of such property. If the owner of the Club Property should sell the Club Property, the grantee shall automatically acquire membership in the Association. If a member should sell his Parcel under the provisions of the Declaration, the grantee from such member of a Parcel will automatically acquire membership in the Association upon becoming a Club Member of the Stonebridge Golf and Country Club of Boca Raton, Inc. Membership certificates are not required and may not be issued. A person or a corporation, partnership, trust or other entity obtaining title to a Parcel in Stonebridge is required pursuant to the terms of the Amended and Restated Declaration of Covenants and Restrictions for Stonebridge Golf and Country Club of Boca Raton, as amended, to become a Club Member of the Stonebridge Golf and Country Club of Boca Raton, Inc.

Section 2 Each Owner is entitled to one vote for each Parcel owned by him. The Club Owner is entitled to one vote. A corporation or several individuals owning a Parcel shall designate a voting agent for the Parcel(s) which they own, as set forth in the Declaration and By-Laws.

Section 3. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his Parcel.

**ARTICLE V**  
**EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE VI**  
**SUBSCRIBERS**

The names and addresses of the subscribers hereto are as follows:

| <u>Name</u>                     | <u>Address</u>                                |
|---------------------------------|---|
| Anthony Codner, President       | 10343 Stonebridge Blvd., Boca Raton, FL 33434 |
| Howard Ackerman, Vice President | 10343 Stonebridge Blvd., Boca Raton, FL 33434 |
| Joan Gilpatrick, Treasurer      | 10343 Stonebridge Blvd., Boca Raton, FL 33434 |
| Larry Levy, Secretary           | 10343 Stonebridge Blvd., Boca Raton, FL 33434 |

**ARTICLE VII**  
**DIRECTORS**

Section 1. The affairs and property of the Association shall be managed and governed by a Board of Directors as provided in the By-laws.

Section 2. Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association, in the manner set forth in the By-Laws.

Section 3. Any employee or agent of a business entity owner shall be eligible to serve as a Director of the Association.

Section 4. All officers shall be elected by the Board of Directors in accordance with the By-Laws. The President shall be elected from among the Board of Directors; no other officer need be a director.

**ARTICLE VIII**  
**OFFICERS**

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors.

**ARTICLE IX**  
**BY-LAWS**

The By-Laws of the Association shall be adopted by the first Board of Directors. By-Laws may be altered, amended or rescinded, in the manner provided by the By-Laws.

**ARTICLE X**  
**AMENDMENTS**

Section 1. A majority of the Board of Directors or a majority of the voting members may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals

do not conflict with the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board of Directors or a majority of the members and shall be delivered to the President of the Association, who shall thereupon call a Special Meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-Laws. An affirmative vote of a majority of the Board of Directors, and an affirmative vote of a majority of the members of the Association present in person or by proxy at a duly called meeting at which a quorum is in attendance shall be required for the adoption of the proposed alteration, amendment or rescission to these Articles

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice of proposals to the President of the Association for the alteration, amendment or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

## **ARTICLE XI**

### **INDEMNIFICATION**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

## **ARTICLE XII**

### **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

Section 1. 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, trust or other organization in which one 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 said Officer's or Director's votes are counted for such purpose. No Directors or Officer of the Associations shall incur liability by reason or the fact that said Director or Officer may be interested in any such contract or transaction.

Section 2. Interested Officers and 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 XIII**

**ADDRESS OF REGISTERED OFFICE**

The street address of the registered office of this Corporation in the State of Florida shall be St. John Rossin Burr & Lemme PLLC, 1601 Forum Place, Suite 700, West Palm Beach, Florida 33437. The Board of Directors may from time to time move the registered office and change the registered agent to any other address in Florida.

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, and to comply with all provisions of Section 47.091, Florida Statutes.

**ACCEPTANCE OF REGISTERED AGENT**

*Chelle Koryk Esq.* *St. John Rossin Burr & Lemme PLLC*  
Chelle Koryk Esq.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Amended and Restated Articles of Incorporation under the laws of the State of Florida, this 19th day of January, 2012.

Signed in the presence of:

Association:

**Stonebridge Golf and Country Club of  
Boca Raton Property Owners' Association,  
Inc.**

A Florida Not for Profit Corporation

*Janet Czencz*  
Signature

Janet Czencz  
Print Name

By: *Anthony Codner*  
Anthony Codner, President

STATE OF FLORIDA )

COUNTY OF PALM BEACH )

The Foregoing instrument was acknowledged before me this 19th day of January, 2012, by Anthony Codner, as President of **Stonebridge Golf and Country Club of Boca Raton Property Owners' Association, Inc.**

He is personally known to me as identification and did not take an oath.

(SEAL)

NOTARY PUBLIC-STATE OF FLORIDA  
Catherine Scalzo  
Commission # DD854073  
Expires: MAR. 01, 2013  
BONDED THRU ATLANTIC BONDING CO., INC.

*Catherine Scalzo*  
Notary Public Signature

Articles of Amendment  
to  
Articles of Incorporation  
of

Stonebridge Golf and Country Club of Boca Raton Property Owners' Association, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N04389

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.*

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

10343 Stonebridge Boulevard

Boca Raton, Florida 33498

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

10343 Stonebridge Boulevard

Boca Raton, Florida 33498

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

ST JOHN ROSSIN BURR LEMME PLLC

1601 Forum Place

(Florida street address)

New Registered Office Address:

West Palm Beach

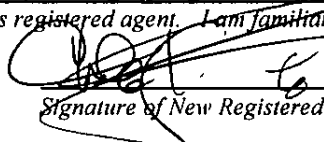
(City)

, Florida 33401

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

  
Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

Example:

|  |           |                    |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u>    |
| <input type="checkbox"/> Remove            | <u>V</u>  | <u>Mike Jones</u>  |
| <input type="checkbox"/> Add               | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u><br>(Check One)  | <u>Title</u> | <u>Name</u> | <u>Address</u>          |
|---|--------------|-------------|-------------------------|
| 1) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | _____        | _____       | _____<br>_____<br>_____ |
| 2) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | _____        | _____       | _____<br>_____<br>_____ |
| 3) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | _____        | _____       | _____<br>_____<br>_____ |
| 4) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | _____        | _____       | _____<br>_____<br>_____ |
| 5) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | _____        | _____       | _____<br>_____<br>_____ |
| 6) <input type="checkbox"/> Change<br><input type="checkbox"/> Add<br><input type="checkbox"/> Remove | _____        | _____       | _____<br>_____<br>_____ |

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

SEE ATTACHED

Amended and Restated Articles of Incorporation

Stonebridge Golf and Country Club of Boca Raton Property Owners' Association, Inc.

The date of each amendment(s) adoption: December 20, 2011

Effective date if applicable: December 20, 2011

*(no more than 90 days after amendment file date)*

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 3.2.2012

Signature Anthony Codner

Digitally signed by Anthony Codner  
DN: cn=Anthony Codner, o=Stonebridge, ou, email=torycodner@yahoo.com, c=US  
Date: 2012.03.02 17:39:37 -05'00'

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Anthony Codner

(Typed or printed name of person signing)

President

(Title of person signing)