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C.F.2

**ARTICLES OF INCORPORATION
OF
STONELER CROSSING PROPERTY OWNERS' ASSOCIATION, INC.**

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In compliance with Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is Stoneler Crossing Property Owners' Association, Inc., hereinafter called the "Association."

ARTICLE II

The principal office and mailing address of the Association is located at 3653 Cagney Drive, Suite 202, Tallahassee, Florida 32309

ARTICLE III

Howell Williams, whose address is 3653 Cagney Drive, Suite 202, Tallahassee, Florida 32309, is hereby appointed the initial registered agent of this Association.
incorporator

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the Common Interests within that certain tract of property located in Leon County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of Stoneler Crossing, hereinafter called the "Declaration," recorded or to be recorded in the Public Records of Leon County, Florida, and as the same may be amended from time to time, said Declaration being

incorporated herein by reference, and to promote the health, safety and welfare of the owners within the property described in the Declaration, and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose 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, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) acquire (by gift, purchase or otherwise), own, hold, improve, use, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(e) borrow money, and with the assent of three-fourths (3/4) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members (provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of the members, agreeing to such dedication, sale or transfer);

(g) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of three-fourths (3/4) of the members;

(h) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter possess;

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of records to assessment by the Association, including contract sellers, 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 which is subject to assessment by the Association. Membership and voting rights shall be governed by the Declaration of Covenants, Conditions and Restrictions of Stoneler Crossing, as recorded in the public records of Leon County, Florida.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of two Directors, who need not be members of the Association. The number of directors and directors' terms of office may be

changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Howell Williams	3653 Cagney Drive, Suite 202 Tallahassee, FL 32309
Bruce Carpenter	3653 Cagney Drive, Suite 202 Tallahassee, FL 32309

At the first annual meeting the members shall elect one director for a term of one year and one director for a term of two years; and at each annual meeting thereafter the members shall elect one director for a term of two years.

ARTICLE VII

OFFICERS

The officers of this Association shall be a President and Vice President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. The election, term, removal and duties of the officers shall be as set forth in the By-Laws. Until the first election, Howell Williams will serve as President/ Vice President and Bruce Carpenter will serve as Secretary/Treasurer.

ARTICLE VIII

BY-LAWS

The initial By-Laws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. The By-Laws may be amended or altered at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the By-Laws.

ARTICLE IX
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than three-fourths (3/4) of the 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 the 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.

ARTICLE X
DURATION

The corporation shall exist perpetually.

ARTICLE XI
AMENDMENTS

(1) Amendments to these Articles 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, directing 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 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

within the time and in the manner provided by these Articles, the By-Laws or general law for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

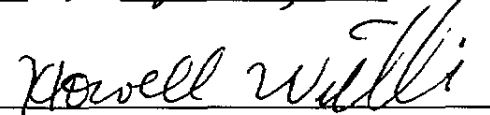
(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, unless any class of members is entitled to vote thereon as a class in which event the proposed amendment shall be adopted upon receiving both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.


(2) Any number of amendments may be submitted to the members and voted upon by them at one meeting.

(3) If all of the Directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles of Incorporation be adopted, then the amendment shall thereby be adopted as though subsection (1) had been satisfied.

(4) The members may amend these Articles of Incorporation, without an act of the Directors, at a meeting for which notice of the changes to be made is given.

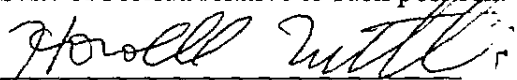
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 20th day of January, 2006.


Howell Williams Jr. as president
of Homestyle Builders, LLC


Bruce Carpenter

ACCEPTANCE BY REGISTERED AGENT

Howell Williams, having been named as the registered agent in the foregoing Articles of Incorporation of Stoneler Crossing Property Owners' Association, Inc., to accept service of process for the corporation at 3653 Cagney Drive, Suite 202, Tallahassee, Florida 32309, hereby agrees to act as the registered agent and comply with the laws of the State of Florida relative to such position.


Howell Williams

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