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February 24, 2006

Division of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

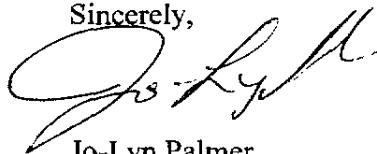
SUBJECT: STONE MILL HOMEOWNERS ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed are an original and one copy of the Articles of Incorporation with a check in the amount of \$70.00 for filing fee pertaining to Stone Mill Homeowners Association, Inc.

If you have any questions, please contact me.

Sincerely,



Jo-Lyn Palmer
Paralegal to
Bruce I. Wiener

enclosure

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FILED
SECOND FLORIDA STATE
TALLAHASSEE, FLORIDA*

**ARTICLES OF INCORPORATION
OF
STONE MILL
HOMEOWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

ARTICLE I - NAME

The name of this corporation is STONE MILL HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 1415 E. Piedmont Drive, Suite 3, Tallahassee, Florida 32308, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be Byron B. Block, 1415 E. Piedmont Drive, Suite 3, Tallahassee, Florida 32308.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property, herein called the "Properties", described in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Stone Mill (Bull Run Unit III), now or hereafter recorded among the Public Records of Leon County, Florida, and any amendments or modifications thereof, herein called the "Declaration", relating to the Properties and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the foregoing, the maintenance and architectural control of the Lots and Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) 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 as the same may be amended from time to time as therein provided; and

(2) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 and/or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such owner's or member's Lot.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which so long as Class B membership exists, shall consist of three (3) Directors, and thereafter shall consist of no less than five (5) nor more than any odd number up to nine (9) Directors. Directors need not be Members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
Byron B. Block	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308
John Lewis	401 E. Virginia Street Tallahassee, FL 32301
Ben Wilkinson, Jr.	217 John Knox Road Tallahassee, FL 32303

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter. Thereafter, Directors will be elected or appointed as set forth in the Bylaws of the Association.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Byron B. Block	President	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308
John Lewis	Vice President	401 E. Virginia Street Tallahassee, FL 32301

Ben Wilkinson, Jr.	Treasurer	217 John Knox Road Tallahassee, FL 32303
Elaine Hebenthal	Secretary	1415 E. Piedmont Drive, Suite 3 Tallahassee, FL 32308

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Byron B. Block	1415 E. Piedmont Drive, Suite 3 Tallahassee, Florida 32308

ARTICLE IX - DISSOLUTION

The Association will exist in perpetuity. However, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association, including but not limited to any SWMS, 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) So long as there is a Class B Member, the Board of Directors may amend these Articles by a majority vote of the Directors.

Thereafter, these Articles may be amended as follows:

(2) If the Board of Directors wish to amend the Articles, the Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual meeting or special meeting of members entitled to vote on the proposed amendment;

(3) Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote; and

(4) The proposed amendment must be adopted by a majority of the members entitled to vote present at a meeting either in person or by proxy, at which a quorum is present.

.. br

(5) Members entitled to vote on proposed amendments to the Articles may amend the Articles without action by the Directors at a meeting for which notice of the changes to be made is given and the assent of 75 percent (75%) of the entire membership.

B. Any number of amendments may be submitted and voted upon at any one meeting.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Leon County, Florida.

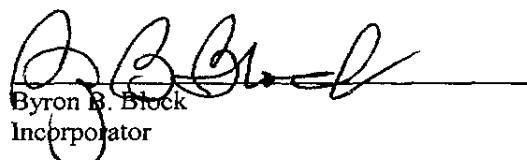
ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of 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 of the Association, whether or not he is a director or officer at the time such expenses are incurred. 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 XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 15th day of March, 2006.



Byron B. Block
Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of Section 617.0501, Florida Statutes, the undersigned submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Stone Mill Homeowners Association, Inc.

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

Byron B. Block

1415 East Piedmont Drive, Suite 3

Tallahassee, Florida 32308.

DATED this 15th day of March, 2006.

STONE MILL HOMEOWNERS
ASSOCIATION, INC.

By: 
Byron B. Block
Its: President

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT 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.


Byron B. Block
Date: March 15, 2006

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA