

NO6000012549

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

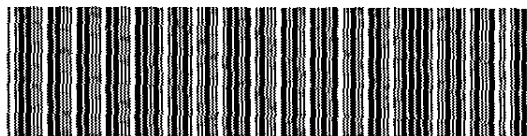
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000081794420

FILED
06 DEC -7 AM 11:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

RECEIVED
2306 DEC -7 AM 10:44
NOT MAILED
TO A KNOWLEDGE
SUFFICIENCY OF FILING
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

D. WHITE DEC 11 8 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 647547 3487A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : December 7, 2006

ORDER TIME : 9:48 AM

ORDER NO. : 647547-005

CUSTOMER NO: 3487A

DOMESTIC FILING

NAME: STONEYBROOK CORNER
ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

FILED

06 DEC -7 AM 11: 00

CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

STONEYBROOK CORNER ASSOCIATION, INC.

Pursuant to Section 617.01201, Florida Statutes (2006), these Articles of Incorporation are created by J. Geoffrey Pflugner, 8470 Enterprise Circle, Suite 201, Bradenton, FL 34202, as sole Incorporator, for the purpose set forth below.

ARTICLE I

NAME: The name of the corporation is Stoneybrook Corner Association, Inc., sometimes hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation is located at 8470 Enterprise Circle, Suite 201, Bradenton, FL 34202.

ARTICLE III

PURPOSE AND POWERS: This Association will not permit pecuniary gain or profit and will make no distribution of its income to its members, officers or Directors. It is a corporation not for profit organized on a non-stock basis for the purpose of establishing a corporate commercial property owners association which will, subject to a Declaration of Covenants, Conditions and Restrictions to be recorded in the Public Records of Lee County, Florida, have the powers described herein. The Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with the Declaration of Covenants, Conditions and Restrictions to which these Articles shall be an exhibit; and it shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of a residential neighborhood, subject to the Declaration, as it may from time to time be amended, including but not limited to the power to:

- (A) Fix, levy, collect and enforce payment by any lawful means all charges or assessments levied pursuant to the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all license fees, taxes or governmental charges.
- (B) To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of Stoneybrook Corner.

STONEYBROOK CORNER - ARTICLES OF INCORPORATION

- (C) Enforce any and all covenants, conditions, restrictions and agreements applicable to the commercial neighborhood known as Stoneybrook Corner.
- (D) Acquire (by gift, purchase or otherwise) own, hold, improve, 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 mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security.
- (F) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members.
- (G) Purchase policies of insurance upon the Properties and use the proceeds from such policies to effectuate its purposes.
- (H) Participate in mergers and consolidations with other non-profit corporations organized for the same or similar purposes, or to annex additional property and common areas, provided that merger, consolidation or annexation shall have the consent of at least two-thirds (2/3rds) of the voting interests of the Association.
- (I) Assist cooperatively with the Stoneybrook CDD in the maintenance and operation of the surface water management system.
- (J) Exercise any and all powers, rights and privileges which a corporate property owners association organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise; subject always to the Declaration as amended from time to time.
- (K) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Master Association.
- (L) To contract for the management and maintenance of the Common Areas and to delegate any powers and duties of the Master Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Master Association.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: Every Owner shall automatically become a Member of the Association. Voting Rights shall be as set forth in Sections 6.3 and 6.4 of the Declaration of

Covenants, Conditions and Restrictions of the Bylaws.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BY-LAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition to the Board signed by at least one-fourth (1/4) of the voting interests.
- (B) Procedure. A proposed amendment must be submitted to a vote of the members not later than the next annual meeting for which proper notice can still be given.
- (C) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved at any annual or special meeting called for the purpose by at least a majority of the voting interests of the Association, or if it is approved in writing by a majority of the voting interests without a meeting, as authorized in Section 3.11 of the Bylaws, provided that notice of any proposed amendment must be given to the members of the Association, and the notice must contain the full text of the proposed amendment.
- (D) Effective Date. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same finalities as are required in the Declaration for recording amendments to the Declaration.

ARTICLE VIII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3)

Directors, and in the absence of such determination shall consist of three (3) Directors.

- (B) Directors shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board.

ARTICLE IX

INITIAL DIRECTORS: The initial Directors of the Association shall be:

J. E. Santaularia, President/Director	1628 Prestwick Drive Lawrence, KS 66047
Anthony Santaularia, Vice President/Director	1628 Prestwick Drive Lawrence, KS 66047
Amy Sanchez, Secretary/Treasurer/Director	1628 Prestwick Drive Lawrence, KS 66047

ARTICLE X

INITIAL REGISTERED AGENT: The initial registered office of the Association shall be at: 8470 Enterprise Circle, Suite 201, Bradenton, FL 34202. The initial registered agent at said address shall be:

J. Geoffrey Pflugner

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

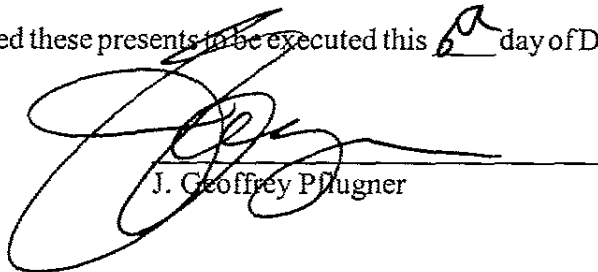
- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and wilful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.
- (E) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of all other rights to which a Director or officer may be entitled.

ARTICLE XI

DISSOLUTION: The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 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 Association, association, trust or other organization to be devoted to such similar purposes.

WHEREFORE the incorporator has caused these presents to be executed this 10 day of December, 2006.


J. Geoffrey Pflugner

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 6th day of December, 2006,
by J. GEOFFREY PFLUGNER, who is personally known to me.

(Seal)



Stephen J. Browne
MY COMMISSION # DD177317 EXPIRES
January 14, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

Printed Name: _____
Commission No.: _____
My Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Stoneybrook Corner Association, Inc., at the
place designated in these Articles of Incorporation, I hereby accept the appointment to act in this
capacity and agree to comply with the laws of the State of Florida in keeping open said office.

J. Geoffrey Pflugner

FILED
06 DEC -7 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

U:\jpflugner\JGPC\CLIENTS\C\CORKSCREW\CORKSCREW CORNER\Articles-ver2.wpd

STONEYBROOK CORNER - ARTICLES OF INCORPORATION