

Chapel Creek Partners, LLC

12610 Race Track Road
Tampa, FL 33626
813-749-1001

January 15, 2007

Florida Secretary of State
The Department of State
Division of Corporations
The Capitol
409 East Gaines Street
Tallahassee, FL 32399

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Stonebridge of Pasco County Homeowner's Association, Inc. Accompanied with the set of articles is a check in the amount of \$78.75 as the required for filing fees, registered agent designation and for the optional certified copy. An additional \$8.75 is included for a certificate of status for this corporation for a total check in the amount of \$87.50.

Thank you for your prompt assistance with this filing and return of the certified copy and certificate of status. For your convenience, I have enclosed a pre-paid overnight return package for return of these documents.

Sincerely,



Penny Clark
Project Manager

\\Pdc002\Parkview\Administrative\Budgets\Chapel Creek\Site\HOA\Corp-Ltr to Sec. State for Articles of Inc.doc

Enclosures

FILED
2007 JAN 16 P 14:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

STONEBRIDGE OF PASCO COUNTY HOMEOWNER'S ASSOCIATION, INC.
(A Florida not-for-profit corporation)

The undersigned Incorporator hereby adopts the following Articles of Incorporation:

ARTICLE I — NAME

The name of the corporation shall be **STONEBRIDGE OF PASCO COUNTY HOMEOWNER'S ASSOCIATION, INC.**, a Florida not-for-profit corporation. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE II — NON-PROFIT CORPORATION

The Association is formed as a non-stock, non-profit corporation pursuant to the provisions of the Florida Not For Profit Corporations Act, as codified at Section 617.01011 *et seq.*, FLA. STAT. (hereinafter referred to as the "Act"). The Association does not contemplate pecuniary gain or profit, direct or indirect, and no portion of the revenues of the Association shall be distributed or inure to the private benefit of any Member, director, or officer.

ARTICLE III — OFFICE

The principal office and mailing address of the Association shall be 12610 Race Track Road, Tampa Florida, 33626, or at such other place or places, as the Board of Directors may subsequently designate. All books and records of the Association shall be kept at its principal office or at such other place, as may be permitted by the Act, as defined herein.

ARTICLE IV — DIRECTORS AND OFFICERS

4.1 The affairs of the Association shall be managed by its Board of Directors. The directors and officers may lawfully and properly exercise all powers provided herein, and in particular the powers set forth in the By-Laws for STONEBRIDGE OF PASCO COUNTY HOMEOWNER'S ASSOCIATION, INC., notwithstanding that some or all of such directors or officers who may be involved in the exercise of such powers, and in the negotiation and/or consummation of the agreements executed pursuant to such powers, are some or all of the same persons with whom the Association enters into such agreements, or that such directors or officers may hold a proprietary interest in the entity or entities with whom the Association enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration and/or the Amended Declaration, as initially declared or as subsequently re-declared or amended, shall stand as absolute confirmation of such

agreements and of the valid exercise by the directors and officers of the Association of the powers pertinent thereto.

4.2 Officers. The officers of the Association shall be a President, a Secretary, a Treasurer, and such number of Vice Presidents and other officers as the Bylaws may provide. The same person may hold more than one office simultaneously. 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 of Directors.

ARTICLE V — BOARD OF DIRECTORS

5.1 The Board of Directors shall manage the business affairs of this Association.

5.2 This Association shall have three (3) members of the Board initially. The number of directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).

5.3 Directors of the Association shall be elected at the annual meeting of the members of the Association in a manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

5.4 The Directors named in these articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the choice of the remaining Directors.

5.5 Directors need not be members of the Association or owners of Parcels.

5.6 All Directors other than the initial Directors shall be elected or appointed in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

5.7 The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ross Puzzitiello	12610 Race Track Rd Tampa, FL 33626
William Mitchem	11875 High Tech Ave, Suite 100A Orlando, FL 32817
Penny Clark	12610 Race Track Rd Tampa, FL 33626

ARTICLE VI — DEFINITIONS

6.1 All capitalized words or terms that are not defined herein shall have the same meanings ascribed to them in that certain Declaration of Covenants, Conditions, Restrictions & Easements for **Stonebridge**, as recorded, or to be recorded, in the Public Records of the County, and as it may be amended from time to time (the “Declaration”).

6.2 Conflict. In the event of conflict between the Act, the Articles and By-Laws, the provisions of the Act shall control over those of the Articles and By-Laws, and the provisions of these Articles shall control over the Bylaws.

ARTICLE VII — PURPOSE

The purposes of the Association shall be, as follows:

7.1 To provide for the maintenance, preservation and architectural control of Lots and any Homesite or other Structure located or to be constructed thereon, the Common Areas (including, for example, the Surface Water Management System) and to promote the health, safety and welfare of the Residents within the Community.

7.2 To accept and hold fee simple title to the Common Areas and to accept and hold the right, title and interest, as grantee, in and to any and all easements that are appurtenant to or benefit the Common Areas or any portion thereof or the Association.

7.3 To operate and maintain the Surface Water Management System in accordance with the terms and conditions of the environmental resource permit, as issued by the Southwest Florida Water Management District.

7.4 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth herein, in the By-Laws or the Declaration as the same may be amended from time to time, and as provided by law. In addition, the Association is formed for the purpose of providing an organization for the furtherance of the common interests of the Owners.

ARTICLE VIII — BYLAWS

The By-Laws shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein. The quorum requirements and other procedures for meetings of the Board of Directors and the Members are set forth in the Declaration and the By-Laws.

ARTICLE IX — AMENDMENT

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

9.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

9.2 Amendments Without Vote of Members. No Members shall be entitled to vote, however, on any amendment to these Articles that is for the sole purpose of complying with the requirements of any governmental or quasi-governmental body or institutional lender authorized to fund, insure or guarantee Mortgages that encumber one or more of the Lots, as such requirements may exist at any time and from time to time, which amendments may be adopted by the Board of Directors with the consent of the Developer during the Development Period.

9.3 Adoption. These Articles may be amended by a Resolution duly adopted by the Board of Directors and ratified by the affirmative vote or the written consent, or any combination thereof, of Members who hold at least sixty-seven percent (67%) of the total Voting Interests of the Class "A" Members, and the approval or written consent of the Class "B" Member, during the Development Period. Notwithstanding this or any other provision of these Articles to the contrary, the percentage of Voting Interests necessary to amend a specific provision shall not be less than the prescribed percentage of affirmative Voting Interests required for an action to be taken under that clause. If a Member approves or consents to any amendment to these Articles, it shall be conclusively presumed that such Member has the authority to approve or consent thereto, and no contrary provision in any Mortgage or contract between the Member and a third party may affect the validity of such amendment.

9.4 Limitation. No amendment of these Articles may conflict with any provision of the Declaration. Further, no amendment of these Articles shall be effective that has a materially adverse effect on any rights of any Member, including the Developer, unless such Member consents thereto in writing. No amendment to this Section shall be effective.

9.5 Developer Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer or the Class "B" Member alone.

9.6 Recording. An amendment to these Articles shall be effective when: (i) filed with the Secretary of State, pursuant to the provisions of applicable Florida law and (ii) a copy certified by the Secretary of State is recorded in the Public Records (with an identification on the first page thereof of the book and page number of the Public Records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles), unless a later effective date is specified in the amendment. Any procedural challenge to an amendment must be made within six (6) months after its recording in the Public Records, or such amendment shall be conclusively presumed to have been validly adopted. In no event shall a change of conditions or circumstances operate to amend any provision of these Articles.

ARTICLE X — DISSOLUTION

10.1 By Resolution. The Association may be dissolved only by a Resolution duly adopted by the Board of Directors and ratified by the affirmative vote or written consent or any combination thereof of Members who hold at least sixty-seven percent (67%) of the total Voting Interests of the Class "A" Members, and, during the Development Period, by the written consent of Developer. In the event of dissolution, liquidation or winding up of the Association in accordance with the Declaration and other Community Documents, the Association's assets remaining after payment, or provisions for payment, of all known debts and liabilities of the Association, shall be divided among and distributed to the Members in equal shares, dedicated to a public body, or conveyed to a non-profit organization for purposes similar to the Association.

10.2 Storm Water and Surface Water Management Systems. Upon dissolution of the Association, all Members shall be jointly and severally responsible for operation and management of the Surface Water and Storm Water Management Systems according to the requirements of the environmental resource permit issued by the Southwest Florida Water Management District until an alternate entity assumes responsibility for the same.

ARTICLE XI — MERGER AND CONSOLIDATION

By Resolution. The Association may merge or consolidate with another association or Person only in accordance with a Resolution duly adopted by the Board of Directors and ratified by the affirmative vote or written consent or any combination thereof of Members who hold at least sixty-seven percent (67%) of the total Voting Interests of two-thirds (2/3) of the Class "A" votes, and during the Development Period, by the written consent of Developer.

ARTICLE XII — INCORPORATOR

The name and address of the Incorporator of the Association are, as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ross A. Puzzitiello	12610 Race Track Road Tampa, FL 33626

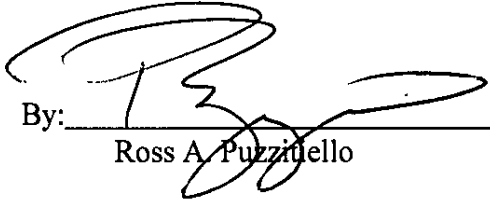
ARTICLE XIII — TERM OF EXISTENCE

The Association's existence shall commence upon the filing of these Articles with the Florida Department of State, Division of Corporations, and shall have perpetual existence thereafter.

ARTICLE XIV — INITIAL REGISTERED OFFICE:
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 12610 Race Track Road, Tampa, FL 33626. The initial registered agent at that address shall be Ross A. Puzzitiello.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the 6 day of December, 2006.

By: 

Ross A. Puzzitiello

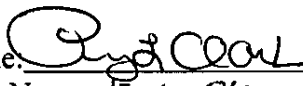
STATE OF FLORIDA

SS:

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to take acknowledgments, Ross A. Puzzitiello, as President of the **Stonebridge of Pasco County Homeowner's Association, Inc.**, a Florida not-for-profit corporation, on behalf of the corporation, to me known to be the person who signed the foregoing instrument as such officer, and he acknowledged that the execution thereof was the free act and deed as such officer for the uses and purposes therein expressed and that the said instrument is the act and deed of said corporation. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 6 day of December, 2006.

Name: 
Print Name: Penny L. Clark
Notary Public, State of Florida
My Commission Expires: 8-7-07



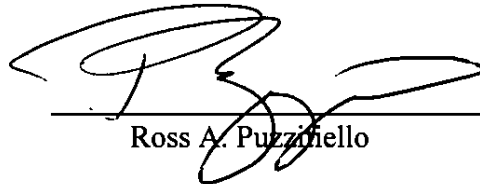
Penny L. Clark
MY COMMISSION # DD213645 EXPIRES
August 18, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County, State of Florida, the Association named in the said Articles has Ross Puzzitiello, located at 12610 Race Track Road, Tampa, FL 33626, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Ross A. Puzzitiello

DATED this 6 day of December 2006

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12/4/06

FILED
2007 JAN 16 P 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA