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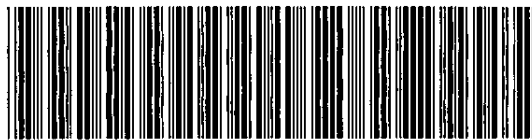
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November 8, 2007

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Florida Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation to effect the creation of two (2) homeowners associations in Florida

To Whom It May Concern:

Please find enclosed two packets each containing a filing submission in order to create a homeowners association in the State of Florida. The two homeowners associations to be created are as follows:

- Fieldstone Ranch Homeowners Association, Inc.
- Spyglass at Vero Beach Homeowners Association, Inc.

Each packet contains the originally signed articles, a check in the amount of Seventy-eight and 75/100 Dollars (\$78.75) for the filing fee, and a duplicate copy of the signed articles that can be returned indicating the filing information.

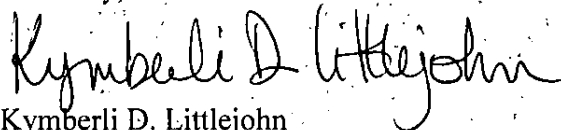
Please process these filings and return the filing information to our Corporate Legal Department at the address below for our records. Please do not hesitate to contact me or Jason K. Nelsen with any questions.

Woodside Group, Inc.
Attn: Jason K. Nelsen
39 E. Eagleridge Drive, Suite 102
North Salt Lake, UT 84054

For your convenience, also included is a self-addressed envelope to facilitate the return of any confirmation of filing documentation. The documents for both entities can be included in the same return package.

Thank you for your attention to this matter.

Sincerely,



Kimberli D. Littlejohn
Legal Assistant to
Jason K. Nelsen,
Assistant Corporate Counsel

WOODSIDE GROUP, INC.



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ARTICLES OF INCORPORATION
OF
FIELDSTONE RANCH HOMEOWNERS ASSOCIATION, INC.
A NONPROFIT CORPORATION

The undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation (called the Association) is **Fieldstone Ranch Homeowners Association, Inc.**

ARTICLE II

The Association is a non-profit corporation.

ARTICLE III

The business address and the mailing address of the association is 2541 MetroCentre Blvd, Suite 1, West Palm Beach, Florida, 33407, until changed by the owners at the first meeting.

ARTICLE IV

The existence of this Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V

The purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control, and services to the residential lots, units and improvements thereon, and common area, within a certain subdivided tract of real property described as

TIMBERLAKE, a Subdivision, according to the plat thereof filed in Public Records of Indian River County, Florida, and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purposes, of real property described as follows:

(See Exhibit "A" Attached)

In furtherance of such purposes, the Association shall have the power to:

(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the Declaration) applicable to the subdivision and to be recorded in the public records of Indian River County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means, including foreclosure; and 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 on the property of the Association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;

(d) Borrow money and, subject to the consent by vote of written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed upon by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale, or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, and privileges that a corporation organized under chapter 617 of the Florida Statutes by law it may now or hereafter have or exercise.

(h) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 40-061-96348-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration provisions which relate to the surface water or stormwater management system(s). The Association shall levy and collect adequate assessments

against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system(s).

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association shall be financed by assessments on members as provided in the Declaration, and no part of any net earnings shall inure to the benefit of any member.

ARTICLE VI

The street address of the initial registered office of the Association is 2541 MetroCentre Blvd, Suite 1, West Palm Beach, Florida 33407, and the name of its initial registered agent at such address is William N. Handler.

ARTICLE VII

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 record to assessments by the Association, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

ARTICLE VIII

The directors shall be elected or appointed as stated in the By-Laws. The number of directors constituting the initial board of directors of the Association is three (3).

ARTICLE IX

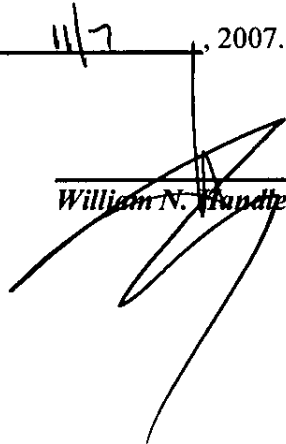
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

The name and street address of each incorporator is:

<i>Name</i>	<i>Address</i>
William N. Handler	2541 MetroCentre Blvd, Suite 1 West Palm Beach, FL 33407

Executed at West Palm Beach, Florida, on 11/7, 2007.



William N. Handler, Incorporator

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

Pursuant to Section 48.091, Florida Statutes (1995), the following is submitted:

FIELDSTONE RANCH HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as designated in the Articles of Incorporation, Vero Beach, Indian River County, Florida, has named William N. Handler, located at 2541 MetroCentre Blvd., Suite 1, West Palm Beach, Florida 33407, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM N. HANDLER
Registered Agent

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EXHIBIT "A"

LEGAL DESCRIPTION

A PARCEL OF LAND IN TRACT 1 AND 2, SECTION 5, TOWNSHIP 32 SOUTH, RANGE 39 EAST, ACCORDING TO THE LAST GENERAL PLAT OF THE INDIAN RIVER FARMS COMPANY SUBDIVISION AS RECORDED IN PLAT BOOK 2, PAGE 25, OF THE PUBLIC RECORDS OF ST. LUCIE COUNTY, SAID LANDS NOW LYING AND BEING IN INDIAN RIVER COUNTY, FLORIDA AND THIS TRACT OF LAND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE NORTHEAST CORNER OF SAID SECTION 5; THENCE NORTH 89°50'30" WEST, ALONG THE NORTH LINE OF SAID SECTION 5, A DISTANCE OF 2654.37 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY LINE OF HOBART ROAD AND THE POINT OF BEGINNING OF THE HEREIN DESCRIBED TRACT OF LAND; THENCE SOUTH 89°50'30" EAST ALONG THE SOUTH RIGHT-OF-WAY LINE OF SAID HOBART ROAD, A DISTANCE OF 1674.10 FEET TO A POINT AT THE NORTHWEST CORNER OF LOT 12, BLOCK 1, OF THE TENTATIVE UNRECORDED PLAT OF INDIAN RIVER HIGHLANDS SECTION ONE, RECORDED IN OFFICIAL RECORD BOOK 220, PAGES 819 THROUGH 822, OF THE PUBLIC RECORDS OF INDIAN RIVER COUNTY, FLORIDA; THENCE SOUTH 00°25'50" WEST ALONG THE WEST LINE OF SAID LOT 12, BLOCK 1, A DISTANCE OF 129.68 FEET TO A POINT IN THE CENTERLINE OF 76TH LANE; THENCE SOUTH 89°52'44" EAST, ALONG THE CENTERLINE OF SAID 76TH LANE, A DISTANCE OF 5.25 FEET TO A POINT; THENCE SOUTH 00°28'08" WEST, ALONG THE EAST LINE OF BLOCK 5 OF SAID TENTATIVE UNRECORDED PLAT OF INDIAN RIVER HIGHLANDS SECTION ONE AND THE WEST RIGHT-OF-WAY LINE OF 59TH COURT, A DISTANCE OF 768.05 FEET TO A POINT ON THE SOUTH RIGHT-OF-WAY LINE OF 75TH PLACE; THENCE SOUTH 89°33'30" EAST, ALONG THE SOUTH RIGHT-OF-WAY LINE OF SAID 75TH PLACE, A DISTANCE OF 310.08 FEET TO A POINT OF INTERSECTION OF THE WEST RIGHT-OF-WAY LINE OF 59TH AVENUE AND THE SOUTH RIGHT-OF-WAY LINE OF SAID 75TH PLACE ACCORDING TO THE PLAT OF INDIAN RIVER HIGHLANDS UNIT 2, AS RECORDED IN PLAT BOOK 7, PAGE 10, OF THE PUBLIC RECORDS INDIAN RIVER COUNTY, FLORIDA; THENCE SOUTH 00°27'28" WEST, ALONG THE WEST RIGHT-OF-WAY LINE OF SAID 59TH AVENUE, A DISTANCE OF 275.18 FEET TO A POINT OF INTERSECTION OF THE WEST RIGHT -OF -WAY LINE OF SAID 59TH AVENUE AND THE SOUTH RIGHT-OF-WAY LINE OF SAID 75TH PLACE; THENCE SOUTH 89°33'30" EAST, ALONG THE SOUTH RIGHT-OF-WAY LINE OF SAID 75TH PLACE, A DISTANCE OF 534.75 FEET TO A POINT OF INTERSECTION OF THE SOUTH RIGHT -OF-WAY LINE OF SAID 79TH PLACE AND THE WEST RIGHT-OF-WAY LINE OF 58TH AVENUE (KINGS HIGHWAY); THENCE SOUTH 00°28'24" WEST, ALONG THE WEST LINE OF SAID KINGS HIGHWAY, A DISTANCE OF 431.66 FEET TO A POINT; THENCE NORTH 89°43'47" WEST, A DISTANCE OF 598.81 FEET TO A POINT; THENCE NORTH 00°28'52" EAST, A DISTANCE OF 336.52 FEET TO A POINT ON THE SOUTH LINE OF SAID TRACT 1; THENCE NORTH 89°45'08" WEST, ALONG THE SOUTH LINE OF SAID TRACTS 1 AND 2, A DISTANCE OF 2016.31 FEET TO A POINT; THENCE NORTH 00°30'16" EAST, A DISTANCE OF 1267.92 FEET TO A POINT OF BEGINNING AND CONTAINING 60.001 ACRES OF LAND MORE OR LESS.