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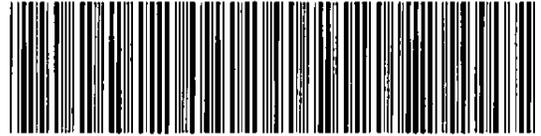
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CARLTON, FIELDS, WARD, EMMANUEL,
 Requestor's Name SMITH & CUTLER, P.A.
 PO Drawer 190
 Address Mary
 TALLAHASSEE, FL 32302 224-1585
 City State Zip Phone

CORPORATION(S) NAME

STONEBRIAR IMPROVEMENT ASSOCIATION, INC.

FILED
 1992 DEC 23 PM 1:37
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- Profit
- NonProfit
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 789, 611, 615, 525, 671
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 16, 1992

CARLTON, FIELDS, WARD, ETAL
PO DRAWER 190
TALLAHASSEE, FL 32302

SUBJECT: STONEBRIAR IMPROVEMENT ASSOCIATION, INC.
Ref. Number: W92000001192

We have received your document for STONEBRIAR IMPROVEMENT ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s).

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please provide complete street addresses for the directors, officers and incorporators.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Judy Eure
Corporate Specialist

Letter Number: 492A00005310

ARTICLES OF INCORPORATION

OF

STONEBRIAR IMPROVEMENT ASSOCIATION,
(A Florida corporation not for profit)

SECRETARY
TALLAHASSEE, FLORIDA

1992 DEC 23 PM 1:30

FILED

The undersigned, by these Articles, hereby associates himself for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

ARTICLE 1 - NAME

The name of the corporation shall be: Stonebriar Improvement Association, Inc. (the "Association").

ARTICLE 2 - PURPOSE

In general nature, objects and purposes for which the Association is organized are as follows:

(a) To promote the health, safety and social welfare of the members of the Association in protecting and enhancing the value of the property of the members located in the subdivision known as Stonebriar, according to plat thereof recorded or to be recorded in the current public records of Pinellas County, Florida (the "Subdivision").

(b) To endeavor to see that ad valorem taxes and assessments levied on said property of the members of the Association are uniform and fair;

(c) To endeavor to see that adequate police and fire protection, garbage and trash removal and other conveniences and utility services are furnished to the property of the members;

(d) To provide for the maintenance, improvement and beautification of Access Ways, and other properties in the Subdivision;

(e) To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association, as the Board of Directors (the "Board"), in its discretion, determines necessary, appropriate and/or convenient;

(f) To operate without profit for the sole and exclusive benefit of its members, but without pecuniary gain or profit to the members of the Association.

ARTICLE 3 - GENERAL POWERS

The general powers that the Association shall have are as follows:

(a) To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation (the "Articles");

(b) To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

(c) To delegate power or powers where such is deemed in the interest of the Association;

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the the ac-

tivities and pursuing and and all of the objects and purposes set forth in the Articles and not forbidden by the laws of the State of Florida;

(e) To fix assessments to be levied against property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures;

(f) To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board;

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

(h) To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement with regard to all or any part of the property, rights, or privileges of the Association wherever situated;

(i) In general, to have all common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with the terms of the Articles.

ARTICLE 4 - MEMBERS

There shall be two classes of members in the Association, one class of which shall be known as the Founder Members and the other of which shall be known as Resident Members, and the qualification of such members, the manner of their admission and the voting rights of such members shall be as follows:

(a) Founder Members. The Founder Members of the Association shall be not less than 21 years of age and all shall be residents of the United States of America but shall not be required to be residents of the State of Florida. The initial Founder Members shall be Charles C. Sharman, Larry W. Peebles, and Douglas O. Partington together with such other qualified persons who, from time to time, shall sign such application as the Board may require and who shall be elected as Founder Members by the majority vote of the persons then comprising the Founder Members. Any Founder Member may resign at any time by resignation filed with the Board.

(b) Resident Members. Subject to the provisions hereinafter set forth, the Resident Members of the Association shall consist only of persons owning real property in the Subdivision, and each person, upon acquisition of title to such real property, automatically shall become a Resident Member of the Association. Where two or more persons are the joint owners of such real property, one, and only one, of such persons, who shall be designated by all of such joint owners, shall become such Resident Member. Where a corporation owns such real property, one, and only one, of its stockholders, to be designated by its stockholders, shall become such Resident Member. Whenever a Resident Member shall cease to own real property in the Subdivision, or shall cease to own stock in a corporation which owns real property therein, the membership of such Resident Member automatically shall terminate without action on the part of the Association. Membership in the Association shall be appurtenant to and may not be separated from ownership in real property in the Subdivision. Any Resident Member may resign at any time by resignation filed with the Board.

(c) Voting Rights. Only Founder Members shall be entitled to vote for the election of directors of the Association and upon any other matters which require or permit a vote of the members, and each of such Founder Members shall be entitled to one vote. However, at any time the Founder Members may, but shall not be required to, adopt an amendment to this Article 4 and any related provisions in the By-Laws authorizing voting by the Resident Members.

ARTICLE 5 - TERM

This Association shall have perpetual existence.

ARTICLE 6 - INITIAL SUBSCRIBER

The name and address of the subscriber hereto is:

William J. Deas, Esquire
2215 River Boulevard
Jacksonville, Florida 32204

ARTICLE 7 - DIRECTORS

The activities and affairs of the Association shall be managed by a Board who shall be elected by the members at the annual meeting of the members or at such other time as may be specified in the By-Laws of the Association (the "Bylaws"). The number of Directors shall be fixed by the By-Laws. The first Board, who shall serve until the annual meeting of the members to be held in 1993, shall consist of the following persons:

Charles C. Sharman

Larry W. Peebles

Douglas O. Partington

All vacancies in the Board shall be filled by the remaining Directors.

The Board may by resolution designate an Executive Committee, to consist of one or more of the Directors, which, to the extent provided in said resolution or in the By-Laws of the Association, shall have and may exercise the powers of the Board in the management of the affairs of the Association.

The Board may deal with and expend the income and principal of the Association in such manner as in the judgment of the Board will best promote its purposes.

The By-Laws may confer powers upon the Board in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

ARTICLE 8 - OFFICERS

The officers of the Association, who shall manage its affairs under the direction of the Board, shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board from time to time may elect or appoint. The officers shall be elected at the annual meeting of the Board or at such other time as may be specified in the By-Laws and shall hold office for such period of time as the By-Laws shall provide.

The names, addresses and offices held of the officers who are to serve until the first election or appointment under the Articles are:

President	Charles C. Sharman
Vice President	Larry W. Peebles
Secretary/Treasurer	Douglas O. Partington

ARTICLE 9 - INDEMNIFICATION

Every Director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any 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 or by reason of his serving or having served the Association at its request, whether or not he is a Director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled but shall be limited by the applicable law and specifically shall not include acts of gross negligence or willful misconduct.

ARTICLE 10 - BY-LAWS

The members by a vote of a majority of those present at any meeting at which a quorum is present, shall make, alter, amend, or rescind the By-Laws.

ARTICLE 11 - DISSOLUTION

Upon the dissolution or liquidation of the Association, whether voluntary or involuntary, all of its funds and other assets remaining after payment of all costs and expenses of dissolution or liquidation shall be distributed and paid over entirely and exclusively to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, or to the federal government, or to a state or local government, for a public purpose. None of the funds or assets and none of the income of the Association shall be paid over, distributed to or inure to the benefit of any member, officer or Director of the Association or any other private individual.

ARTICLE 12 - STOCK

The Association shall not have or issue any shares of corporate stock.

ARTICLE 13 - OFFICE

The initial principal office of the Association is to be located at 901 N. Lake Destiny Drive, Suite 185, Maitland, Florida 32751 which office may be changed from time to time by action of the Board.

ARTICLE 14 - AMENDMENTS

Amendments to the Articles may be proposed and adopted as follows: Every amendment shall first be proposed by a member and shall then be approved by a majority of the members by resolution duly adopted at any meeting thereof at which a quorum is present. A copy of the proposed amendment with thereon a certificate that it has been approved by the members, sealed with the

corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of the State of Florida in the manner required for Articles of corporations not for profit. The Articles shall be amended and the amendment incorporated therein when the amendment has been filed with the Secretary of State, approved by him, and all filing fees have been paid. Subject to the foregoing terms and conditions, the Association reserves the right to alter, amend, change or repeal any provision contained herein.

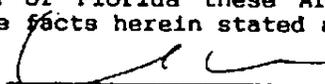
ARTICLE 15 - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by the fact that any Director or officer of the Association is pecuniarily or otherwise interested therein. Any Director may be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a Director, member or officer of such firm, association, corporation, or partnership. It is specifically intended that officers of the Association may also be officers in or have an interest in the corporations with which management or maintenance agreements are or may be entered into with respect to the Subdivision.

ARTICLE 16 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 901 N. Lake Destiny Drive, Suite 185, Maitland, Florida 32751, and the name of the initial registered agent of this corporation at that address is Charles C. Sharman.

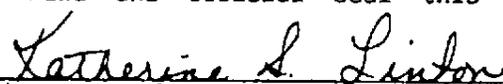
IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 13th day of November, 1992, for the purpose of forming this corporation not for profit under the laws of the State of Florida, and we hereby make, subscribe, acknowledge, and file in the office of the Secretary Of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


WILLIAM J. DEAS

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, personally appeared William J. Deas, who is personally known to me, and who is known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he made, subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the facts set forth therein are true and correct, and who did take an oath.

Witness my hand and official seal this 13th day of November, 1992.


Signature of person taking acknowledgment
Katherine S. Linton

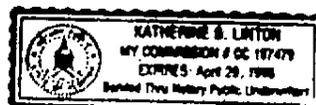
Name of acknowledger typed, printed or stamped

Notary Public
Title or rank

Serial number, if any

WILLIAM J. DEAS, P.A.
11/13/92

BLW/600-418/soi-f/dgf/ksl
11/13/92



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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: That Stonebriar Improvement Association, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation at the City of Maitland, County of Orange, State of Florida, has named Charles C. Sharman, located at 901 N. Lake Destiny Drive, Suite 185, Maitland, Florida 32751, 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 the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.


Charles C. Sharman
Registered Agent

FILED
1992 DEC 23 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BLW/600-418/vol-f/dgf/ksl
11/17/92

File Now. Filing Fee after May 1 is \$225.00

APPROVED
AND
FILED

1993 APR FEB 8 1993

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION
ANNUAL REPORT
1993



FLORIDA DEPARTMENT OF STATE
JAN 20 1993
Secretary of State
DIVISION OF CORPORATIONS

1. Name and Mailing Address of Corporation. DOCUMENT # N 92000200 911

STONEBRIAR IMPROVEMENT ASSOCIATION, INC.
901 N LAKE DESTINY RD STE 185
MAITLAND FL 32751-7138

DO NOT WRITE IN THIS SPACE.

3. Date incorporated or Qualified 12/23/1992	3a. Date of Last Report 07/01/1992
4. FEI Number 21-210887	5. Conflicts of Status Default <input type="checkbox"/>
6. Federal Campaign Financing Trust Funds Contribution <input type="checkbox"/>	\$8.75 Additional Fee Required
7. Nonprofit with IRS 501(c)(3) Tax Exempt Status <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has elected to be subject to Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	\$138.75 Supplemental Fee Not Required

2. Mailing Address

21. State, Apt. #, etc. **FL**

22. City & State

23. Country

24. Country

2a. Principal Place of Business

26. State, Apt. #, etc. **FL**

27. City & State

28. Country

29. Country

30. Country

9. Name and Address of Current Registered Agent:

10. Name and Address of New Registered Agent:

SHARMAN CHARLES C
901 N LAKE DESTINY DR
SUITE 185
MAITLAND FL 32751

81. Name

82. Street Address (P.O. Box Number is Not Acceptable)

83.

84. City **FL**

85. Zip Code

86. Country

11. In compliance with the provisions of Sections 607.0602 and 607.1503 or Sections 617.0602 and 617.1503, Florida Statutes, the above named corporation certifies the statement of the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's Board of Directors, and I accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.1505, Florida Statutes.

DATE

12. OFFICERS AND DIRECTORS

P/D SHARMAN CHARLES C 901 N LAKE DESTINY DR SUITE 185 MAITLAND FL
V/D PEEBLES LARRY W 901 N LAKE DESTINY DR SUITE 185 MAITLAND FL
S/T/D PARTINGTON DOUGLAS O 901 N LAKE DESTINY DR SUITE 185 MAITLAND FL

13. OFFICERS AND DIRECTORS CHANGES

1. TITLE	2. NAME	3. ADDRESS	4. CITY, ST, ZIP
5. TITLE	6. NAME	7. ADDRESS	8. CITY, ST, ZIP
9. TITLE	10. NAME	11. ADDRESS	12. CITY, ST, ZIP
13. TITLE	14. NAME	15. ADDRESS	16. CITY, ST, ZIP
17. TITLE	18. NAME	19. ADDRESS	20. CITY, ST, ZIP
21. TITLE	22. NAME	23. ADDRESS	24. CITY, ST, ZIP
25. TITLE	26. NAME	27. ADDRESS	28. CITY, ST, ZIP
29. TITLE	30. NAME	31. ADDRESS	32. CITY, ST, ZIP

300000448

484201.00

JAC 4-28

SIGNATURE *Charles C. Shorman*



94 APR 20 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STONEBRIAR IMPROVEMENT
ASSOCIATION, INC.

DOCUMENT #
N92000000911

901 N. LAKE DESTINY
DRIVE, SUITE 185
MAITLAND, FL 32751

901 N. LAKE DESTINY DR.
SUITE 185
MAITLAND, FL 32751

DO NOT WRITE IN THIS SPACE

3. DATE OF PREVIOUS REGISTRATION 12/23/92	34. DATE OF LAST PAYMENT 4/28/93
4. LICENSE NUMBER 59-3207258	
5. FEE \$8.75	
7. ADDITIONAL FEES \$5.00	
8. ADDITIONAL FEES \$5.00	

P.O. Box 1448

PALM HARBOR, FL

34682-1448 US

9. Name and Address of Current Registered Agent

10. Name and Address of New Registered Agent

CHARLES C. SHARMAN
901 N. LAKE DESTINY DRIVE
SUITE 185
MAITLAND, FL 32751

81. Name	
82. Street Address	
83. City	
84. State	FL

P/D SHARMAN, CHARLES C.
SHARMAN, CHARLES C.
901 N. LAKE DESTINY DR., STE 185
MAITLAND, FL
V/P/D
PEEBLES, LARRY W.
901 N. LAKE DESTINY DR., STE 185
MAITLAND, FL
T/D
BARTINGTON, DOUGLAS O.
901 N. LAKE DESTINY DR., STE 185
MAITLAND, FL

HANSON, JACK
901 N. LAKE DESTINY DR., STE. 185
MAITLAND, FL
HARVEY, JAMES P.
3870 TAMPA ROAD
OLDSMAR, FL

00000111
04/21/94 0105 634
***20000 ***2000

SPM
4-20-94

SIGNATURE: James P. Harvey

4/8/94

(813) 855-6963

HARTER, SECRET & EMERY

431 East Fayette Street
Syracuse, New York 13202-1919
315 • 474-4000
FAX 315 • 474-7789

One Stauben Place
Albany, New York 12207-2110
518 • 434-4377
FAX 518 • 427-8197

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

800 LAUREL OAK DRIVE
SUITE 400
NAPLES, FLORIDA 33963-2738

813 • 598-4444
FAX 813 • 598-2781

700 Midtown Tower
Rochester, New York 14604-2070
716 • 232-6500
FAX 716-232-2152

May 11, 1994

S00001168565
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*****87.50 *****87.50

UPS NEXT DAY AIR

State of Florida
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

N93000000911

94 MAY 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

Re: Mary E. Dooner Foundation, Inc., a Florida not-for-profit corporation

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Amended and Restated Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Our firm's check in the amount of \$87.50 is enclosed representing the \$35.00 filing fee and \$52.50 for a certified copy.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

HARTER, SECRET & EMERY

Kelly M. Braun
Kelly M. Braun

KMB/jpw
Enclosures

*Amended & Restated
Art of Incorp.*

5/18/94

DC

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MARY E. DOONER FOUNDATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, for the purposes of amending and restating the Articles of Incorporation originally filed on February 16, 1993, of the Mary E. Dooner Foundation, Inc. (the "Corporation"), a Florida not-for-profit corporation under Chapter 617 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I - Name

The name of the Corporation shall be: Mary E. Dooner Foundation, Inc.

ARTICLE II - Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this Corporation shall be:

1823 Crayton Road
Naples, Florida 33940

Article III shall be amended to read:

ARTICLE III - Purposes

The purposes for which the Corporation have been organized are as follows:

- A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

94 MAY 12 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereto in furtherance of the purposes of the Corporation.

C. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

Article IV shall be amended to read:

ARTICLE IV - Manner of Election of Directors

The Board of Directors of the Corporation shall be comprised of four (4) people. The Directors shall be elected annually in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The names and addresses of the Directors to hold office until the next annual meeting of the Board of Directors, and until their successors shall have been elected and qualified are as follows:

Eugene C. Dooner	1823 Crayton Road, Naples, Florida 33940
Anton E. Dooner	330 15th Street, S.W., Naples, Florida 33964
Joan E. Dooner	5281 10th Avenue S.W., Naples, Florida 33999
Nancy Dooner Lee	302 Ridge Drive, Naples, Florida 33963

Article V should be amended to read:

ARTICLE V - Limitation of Corporate Powers

No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors, Trustees or Officers, except to the extent permissible under law, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VI - Registered Office and Registered Agent

The name and street address of the initial registered agent is Eugene C. Dooner 1823 Crayton Road, Naples, Florida 33940.

ARTICLE VII - Incorporators

The names and street addresses of the Incorporators for these Articles of Incorporation are:

Eugene C. Dooner	1823 Crayton Road, Naples, Florida 33940
Anton E. Dooner	330 15th Street, S.W., Naples, Florida 33964
Joan E. Dooner	5281 10th Avenue S.W., Naples, Florida 33999
Nancy Dooner Lee	302 Ridge Drive, Naples, Florida 33963

The Articles of Incorporation are hereby amended to add Article VII as follows:

ARTICLE VIII - No Members

The Corporation shall not have Members and shall not issue membership certificates.

The Articles of Incorporation are hereby amended to add Article IX as follows:

ARTICLE IX - Dissolution

In the event of dissolution, the residual assets of the Corporation will be distributed to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as amended.

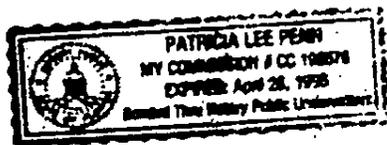
These Amended and Restated Articles of Incorporation have been approved by unanimous written consent of both the Board of Directors and the Members of the Mary E. Dooner Foundation, Inc. on April 26, 1994.

IN WITNESS WHEREOF, the President of the Corporation has executed the foregoing Amended and Restated Articles of Incorporation this 26th day of April, 1994.


Eugene C. Dooner, President

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 26th day of
April, 1994, by Eugene C. Dooner who is personally known to me or who has
produced _____ as identification.



Patricia Lee Penn
Notary Public

Patricia Lee Penn
Printed Name

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

AND
FILED

06 SEP 23 PM 12:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **NA20000009W**

1. Corporation Name

Stonebriar Improvement Association, Inc.

2. Principal Place of Business

3. Mailing Address

237 S. Westmonte Dr.
Suite 111
Altamonte Springs, FL
32714

237 S. Westmonte Dr.
Suite 111
Altamonte Springs, FL
32714

REINSTATEMENT

9600

DO NOT WRITE IN THIS SPACE

4. State addresses are incorrect in any way, file through incorrect information and enter correction below
New Principal Office Address, If Applicable

5. New Mailing Address, If Applicable

4. Date Incorporated or Qualified To Do Business in Florida
12/23/92

6. Sub. Apt. #, etc.

7. Sub. Apt. #, etc.

5. FEI Number
59-3207258

8. Check For

9. City & State

10. City & State

11. (Not Applicable)

12. Country

13. Zip

14. Country

15. CERTIFICATE OF STATUS DESPHE

SEE FEI Additional Fee required for Certificate of Status

16. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

17. Title	18. Name of Officers and/or Directors	19. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	20. City, State, Zip
P/D	Bagley, James	237 S. Westmonte Dr. Suite 111	Altamonte Springs, FL 32714
V/D	Smith, Ronald G.	237 S. Westmonte Dr. Suite 111	Altamonte Springs, FL 32714
S/D	Montgomery, Katherine	237 S. Westmonte Dr. Suite 111	Altamonte Springs, FL 32714

700001965817
-10/04/96-01107-005
\$\$\$297.50 \$\$\$297.50

21. Name and Address of Current Registered Agent

22. Name and Address of New Registered Agent

Name
James Bagley
Street Address (P.O. Box Number is Not Acceptable)
237 S. Westmonte Dr.
State, Apt. #, Etc.
Suite 111
City
Altamonte Springs State **FL** Zip Code **32714**

23. I am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent: **X J D Bagley**
REGISTERED AGENT MUST SIGN

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information on intangible tax)

I hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 199.07(3)(a), Florida Statutes, from the Division of Corporations from any liability of non-compliance with Section 199.07(3)(a) in the event that the information supplied is deemed exempt from public access under the provisions of the Freedom of Information Act, Chapter 119, F.S. I further certify that when the information is made available to the public, it shall be identified as confidential information and the responsibility for such identification shall rest with the filer. I understand that the filer is responsible for the accuracy of the information and that the filer is responsible for the accuracy of the information and that the filer is responsible for the accuracy of the information.

SIGNATURE: **X J D Bagley** 9-12-96

N92000000911

120 HAYS STREET
TALLAHASSEE, FL 32302-2107
904-222-0177
904-222-0393 FAX

RECEIVED

96 OCT 14 PM 3:38



ACCOUNT NO. : 072100000032
DIVISION OF CORPORATION

REFERENCE : 119132 11934A

AUTHORIZATION :

Patricia Pzyut

COST LIMIT : \$ 87.50

ORDER DATE : October 14, 1996

ORDER TIME : 10:59 AM

ORDER NO. : 119132-005

CUSTOMER NO: 11934A

000001973330--2

CUSTOMER: Ms. Ann Finnerty
Molloy James & Peterson
325 South Boulevard

Tampa, FL 33606

DOMESTIC AMENDMENT FILING

NAME: STONEBRIAR IMPROVEMENT
ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS OCT 15 1996

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

96 OCT 14 AM 9 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FILED
96 OCT 14 11 30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
STONEBRIAR IMPROVEMENT ASSOCIATION, INC.**

I.

The name of the corporation is Stonebriar Improvement Association, Inc.

II.

The Founder Members of the Association adopted this amendment on October 1, 1996 by written consent pursuant to the provisions of Section 617.0701(4)(a), Florida Statutes (1995), and the number of approving votes cast was a number sufficient for approval.

III.

Article 4 of the Articles of Incorporation is hereby repealed and the following text adopted as the complete text of Article 4:

Subject to the provisions hereinafter set forth, the Members of the Association shall consist only of persons owning real property in the Subdivision, and each person, upon acquisition of title to such real property, automatically shall become a Member of the Association. Where two or more persons are the joint owners of such real property, one, and only one, of such persons, who shall be designated by all of such joint owners, shall become such Member. Where a corporation owns such real property, one, and only one, of its stockholders, to be designated by its stockholders, shall become such Member. Whenever a Member shall cease to own real property in the Subdivision, or shall cease to own stock in a corporation which owns real property therein, the membership of such Member shall automatically terminate without action on the part of the Association. Membership in the Association shall be appurtenant to and may not be separated from ownership in real property in the Subdivision.

Executed this 1 day of October, 1996.

WITNESSES:

Stonebriar Improvement Association, Inc.

[Signature]

James D Bayley
President

Ann Kennedy
Print Name

Judith L James
Print Name

Attest: Secretary

[Signature]

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 1 day of October, 1996, by James D. Bayley as President of Stonebriar Improvement Association, Inc., and he/she acknowledged to me that they executed the same for the purposes therein expressed and in the capacity therein stated. He/she is personally known to me and did (did not) take an oath.

Given under my hand and official seal this 1 day of October, 1996.

My Commission Number:

[Signature]
NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

Judith L. James
Please Print Name

