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96 MAR 21 AM 11:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 090125 1642200

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pyzdek*

ORDER DATE : March 21, 1996

ORDER TIME : 10:07 AM

ORDER NO. : 090125

000001752880

CUSTOMER NO: 1642200

CUSTOMER: Steven P. Kushner, Esq  
STEVEN P. KUSHNER, P.A.

Suite 202  
1375 Jackson Street  
Fort Myers, FL 33901

DOMESTIC FILING

NAME: STONEYBROOK GOLF & COUNTRY  
CLUB OF ORLANDO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

RECEIVED  
96 MAR 21 AM 11:22  
DIVISION OF CORPORATION

*3-22-96*  
*th*

ARTICLES OF INCORPORATION

FILED

OF

96 MAR 21 AM 11:10

STONEBROOK GOLF & COUNTRY CLUB OF ORLANDO, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation is STONEBROOK GOLF & COUNTRY CLUB OF ORLANDO, INC., a not for profit corporation (the "Corporation").

ARTICLE II

The nature of the business to be transacted shall be: to engage in any activity or business permitted under the laws of the United States and of this State, pursuant to Chapter 617 of the Florida Statutes. The Corporation is organized for the purpose of providing an entity for the operation of a residential planned development, located in Orange County, Florida.

The Corporation is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any member, Director or officer of the Corporation. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Stoneybrook Golf & Country Club of Orlando, Inc. (the "Declaration"), or the By-Laws of this Corporation, and it shall have all of the powers and duties reasonably necessary to

operate Stoneybrook Golf & Country Club (the "Club") pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

(A) To levy and collect assessments against all Members of the Corporation to defray the costs, expenses and losses of the Corporation, and to use the proceeds of assessments in the exercise of its power and duties.

(B) To own, lease, maintain, repair, replace or operate the Club Common Areas, including without limitation, the roads, driveways and parking areas, entrances and perimeter walls, golf course and other recreational facilities, street lighting and surface water management systems as permitted by the South Florida Water Management District.

(C) To purchase insurance upon the Club Common Areas for the protection of the Corporation and its members.

(D) To reconstruct improvements after casualty and to make further improvements of the Properties.

(E) To make, amend and enforce reasonable rules and regulations governing the use of the Club Common Areas and the operation of the Corporation.

(F) To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Corporation.

(G) To contract for the management and maintenance of the Club Common Areas and to delegate any powers and duties of the Corporation 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 Corporation.

(H) To employ accountants, attorneys, architects or other professional personnel to perform the services required for proper operation of the Properties.

(I) To acquire, own and convey real property and to enter into agreements or acquire leaseholds, easements, memberships and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of Stoneybrook Golf & Country Club, if they are intended to provide enjoyment, recreation or other use or benefit to the members.

(J) To borrow or raise money for any purposes of the Corporation; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Corporation.

All funds and title to all property acquired by the Corporation shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

#### ARTICLE III

The corporation shall have perpetual existence.

#### ARTICLE IV

The qualifications required for membership, and the manner in which members shall be admitted to membership, shall be as stated in the By-Laws of the Corporation.

#### ARTICLE V

The street address of the initial principal office of this corporation and the initial registered agent is 10491 Six Mile Cypress Parkway, Suite 101, Fort Myers, Florida 33912. The name of the initial registered agent of this corporation is Alan R. Burns.

Having been named to accept service of process for Stoneybrook Golf & Country Club of Orlando, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:



Alan R. Burns

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96 MAR 21 PM 11:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI

The number of Directors shall initially consist of three (3), but may be increased pursuant to the By-Laws, and no in event shall there be fewer than three (3) in number. Directors shall be elected, or appointed to fill a vacancy, in accordance with the By-Laws of the Corporation.

#### ARTICLE VII

The name and mailing address of the Directors, President, Vice President and Secretary/Treasurer, who, subject to the By-Laws of the corporation shall hold office for the first year of existence of this corporation or until his or her successor is elected and has qualified, are:

##### NAME

##### ADDRESS

William Graham, President

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

Gust Valantasis, Vice President

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

Walter Beeman, Secretary/Treasurer

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

#### ARTICLE VIII

The Corporation is empowered to do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, which acts are not inconsistent with the powers provided for in Chapter 617, Florida Statutes.

#### ARTICLE IX

The names and addresses of the subscribers of these Articles of Incorporation are:

NAME

ADDRESS

William Graham

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

Gust Valantasis

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

Walter Beeman

10491 Six Mile Cypress Parkway, Suite 101  
Fort Myers, Florida 33912

ARTICLE X

By-Laws of the Corporation may be adopted, made, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles.

ARTICLE XI

Amendment to the Articles of Incorporation may be proposed by any Director at any regular or special business meeting of the Board of Directors at which a majority is present and, if obtaining a two-thirds (2/3) vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws, shall be submitted to a vote of the membership. If approved by a two-thirds (2/3) affirmative vote of the membership at a meeting of the members properly called and noticed as provided in the By-Laws, such Amendment shall be forwarded to the Secretary of State of the State of Florida and filed and shall become effective upon issuance, by said officer, of a certificate reflecting same.

## ARTICLE XII

The Corporation 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 Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation 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.

## ARTICLE XIII

To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation 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 Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication established 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 interest of the Corporation, in a proceeding by or in the right of the Corporation 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) Wrongfully conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Corporation.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approved such settlement as being in the best interest of the Corporation. 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.

IN WITNESS WHEREOF, we have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 15 day of March, 1996.

Witnesses:

Phenice Wood  
Pritha A. Robinson

Phenice Wood  
Pritha A. Robinson

Phenice Wood  
Pritha A. Robinson

STONEYBROOK GOLF & COUNTRY  
CLUB OF ORLANDO, INC.

BY: William Graham (SEAL)  
William Graham, President

BY: Gust Valantasis (SEAL)  
Gust Valantasis, Vice-President

BY: Walter Beemah (SEAL)  
Walter Beemah, Secretary/Treasurer



STATE OF FLORIDA  
COUNTY OF ORANGE

THE FOREGOING INSTRUMENT was acknowledged before me this 6<sup>th</sup> day of March, 1996 by William Graham, Gust Valantasis, and Walter Beeman to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.

Jerilyn E. Jordan  
Notary Public  
Name: JERILYN E. JORDAN  
Certificate No. 000207 My Commission CC308070  
Serial No. 000207 Expires Apr. 20, 1998  
(SEAL) Bonded by LAI  
ROC-422-1888

My Commission Expires:

N96000001571

GODDOLD, DOWNING, SHEAHAN & BATTAGLIA

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

GENE H. GODDOLD  
GRANT T. DOWNING  
MICHAEL J. SHEAHAN  
WILLIAM P. BATTAGLIA  
JOHN HOWELL BILL  
JANET M. LOWER

222 WEST COMSTOCK AVENUE  
SUITE 101  
WINTER PARK, FLORIDA 32789

POST OFFICE BOX 1084  
WINTER PARK, FLORIDA 32780  
TELEPHONE (407) 847-4418  
FACSIMILE (407) 847-8089

January 24, 1997

State of Florida  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-01/29/97--01053--016  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Stoneybrook Golf & Country Club of Orlando, Inc.

Dear Madam or Sir:

Enclosed please find the original Amended and Restated Articles of Incorporation regarding the above-referenced corporation for filing. Also enclosed is our law firm check in the amount of \$87.50 as filing fee. After filing the Amended and Restated Articles, please forward a certified copy of same to us.

Thank you in advance for your assistance in this matter. If you have any questions, please feel free to call us directly.

Sincerely yours,

*Elise Y. Laubach*  
Elise Y. Laubach  
Legal Assistant

\eyl  
Enclosures

*Amend. & Rest. Art. & N/c*

VS FEB 3 1997

FILED  
97 JAN 27 PM 12:45  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

STONEBROOK GOLF & COUNTRY CLUB OF ORLANDO, INC.

(now known as STONEYBROOK MASTER ASSOCIATION OF ORLANDO, INC.)

FILED  
97 JAN 27 PM 12:45  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of Stoneybrook Golf & Country Club of Orlando, Inc., a Florida corporation not for profit, which were originally incorporated under the same name on March 21, 1996, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002(1)(b), Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to Section 617.1002(1)(b) and the omission of matters of historical interest. The Amended and Restated Articles of Incorporation of Stoneybrook Golf & Country Club of Orlando, Inc., now in the name of Stoneybrook Master Association of Orlando, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation is amended to change the name of the corporation to Stoneybrook Master Association of Orlando, Inc. (the "Community Association").

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office and mailing address of the corporation shall initially be located at 3260 University Blvd., Suite 202, Winter Park, Florida 32792, and subsequently at such other location in Orange County, Florida, as shall be determined by the Board of Directors.

**ARTICLE III**

**PURPOSE AND POWERS:** The purpose for which the Community Association is organized is to provide a corporate entity to act as a residential homeowners association under Sections 617.301 - 617.312, Florida Statutes (1995), for the operation of a Residential Planned Community, located in Orange County, Florida.

The Community Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Community Association shall be distributed or inure to the private benefit of any Member, Director or officer of the Community Association. For the accomplishment of its purposes, the Community Association shall have all of the common law and statutory powers and duties of a corporation not for profit under Florida law, except as limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions to which these Articles are attached as a recorded exhibit, or the Bylaws of the Community Association, and it shall have all other powers and duties reasonably necessary to operate the Community, and effectuate the purpose for which it is organized pursuant to said

Declaration of Covenants, Conditions and Restrictions as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against Members of the Community Association to defray the costs, expenses and losses of the Community Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To own, lease, maintain, repair, replace or operate any portions of the Common Areas.
- (C) To purchase insurance for the protection of the Community Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Properties.
- (E) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Community Association.
- (F) To sue and be sued, and to enforce the covenants and restrictions in the Declaration of Covenants, these Articles, and the Bylaws of the Community Association.
- (G) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Properties.
- (H) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power regardless of whether the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation, or other use or benefit to the Members.
- (I) To borrow or raise money for any purposes of the Community Association; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Community Association.
- (J) To be responsible in perpetuity for maintenance of the Conservation Areas (i.e., all preserved, restored, or created wetlands areas and uplands buffer zones); and to take action against Owners, if necessary, to enforce the conditions of the conservation easements and the permit issued by St. Johns River Water Management District for the Community.

(K) To be the responsible entity to operate and maintain the Surface Water Management System as permitted by St. Johns River Water Management District, including but not limited to, all lakes, retention areas, culverts and related appurtenances.

All funds and the title to all property acquired by the Community Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Covenants, these Articles of Incorporation and the Bylaws.

#### **ARTICLE IV**

**MEMBERSHIP AND VOTING RIGHTS:** All owners of Lots and Living Units shall be voting members. Membership and voting rights shall be as set forth in the Declaration of Covenants, Conditions and Restrictions for the Community, to which these Articles shall be attached as an Exhibit, and in the Bylaws of the Community Association.

#### **ARTICLE V**

**TERM:** The term of the Community Association shall be perpetual. If the Community Association is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government. If it is not accepted, those properties must be dedicated or conveyed to a similar non-profit corporation to assure continued maintenance in perpetuity.

#### **ARTICLE VI**

**BYLAWS:** The Bylaws of the Community 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 Directors or by written petition of at least twenty percent (20%) of the voting interests, and shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.

(B) **Vote Required.** Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a two-thirds (2/3) majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members of the Community Association, and that the notice contains the text of the proposed amendment.

(C) Effective Date. An amendment shall become effective upon filing with the Secretary of State.

## **ARTICLE VIII**

### **DIRECTORS AND OFFICERS:**

(A) The affairs of the Community 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 of the Community Association shall be elected by the Members in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

(C) The business of the Community 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 Community Association and shall serve at the pleasure of the Board.

## **ARTICLE IX**

### **INDEMNIFICATION:**

To the fullest extent permitted by Florida law, the Community Association shall indemnify and hold harmless every Director and every officer of the Community 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 is or may become a party by reason of being or having been a Director or officer of the Community 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 Community Association, in a proceeding by or in the right of the Community Association to procure a judgement 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) Wrongful conduct by Directors or officers appointed by the Declarant, in a proceeding brought by or on behalf of the Community Association.

In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply

unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Community 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 X

**REGISTERED AGENT:** The Registered Agent is replaced and Walter D. Beeman, Jr., whose address is 3260 University Boulevard, Suite 200, Winter Park, Florida 32792, is hereby appointed the Registered Agent of the Community Association, and the registered office shall be at said address.

#### **CERTIFICATE**

The undersigned, being the duly elected and acting President of Stoneybrook Golf & Country Club of Orlando, Inc., a Florida corporation not for profit, hereby certify that the foregoing were duly proposed by at least majority of the entire membership of the Board of Directors at a special meeting called for the purpose and held on the 8th day of January, 1997, in accordance with Section 617.1002(1)(b), when there are no members, and that said vote is sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation, which were originally filed with the Secretary of State on March 21, 1996, in their entirety.

Executed this 24 day of JANUARY, 1997.

#### **WITNESSES:**

Print name: Kyle Sanders

KYLE A. SANDERS

Print name: Constantine Sanders

CONSTANTINE SANDERS

#### **STONEYBROOK GOLF & COUNTRY CLUB OF ORLANDO, INC.**

By: William Graham

William Graham, President  
3260 University Blvd., Suite 200  
Winter Park, FL 32792

#### **ATTEST:**

Walter D. Beeman, Jr.  
Walter D. Beeman, Jr., Secretary

STATE OF FLORIDA

COUNTY OF Orange

Subscribed to before me this 24<sup>th</sup> day of January, 1997, by William Graham, President of Stoneybrook Golf & Country Club of Orlando, Inc., a Florida corporation not for profit, on behalf of the corporation. He

☒ is personally known to me or

☐ produced \_\_\_\_\_ as identification.

Jerilyn E. Jordan  
Notary Public signature

Print name of Notary  
JERILYN E. JORDAN  
My Commission CC006170  
Expires Apr. 20, 1998  
Bonded by HAI  
800-422-1688

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as Registered Agent and to accept service of process for the above-stated corporation at 3260 University Boulevard, Suite 200, Winter Park, Florida 32792, 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.

Walter D. Beeman, Jr.  
Walter D. Beeman, Jr.  
Registered Agent