

N96000001571

GODBOLD, DOWNING, SHEAHAN & BATTAGLIA

▲ PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

GENE H. GODBOLD
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 1984
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 647-4418
FACSIMILE (407) 647-2089

January 24, 1997

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

400002069844--1
-01/28/97--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
SECRETARY OF STATE

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

STONEYBROOK GOLF & COUNTRY CLUB OF ORLANDO, INC.
(now known as STONEYBROOK MASTER ASSOCIATION OF ORLANDO, INC.)

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: PHILE A. SANDERS

Print name: CONSTANTINE BENEIS

STONEYBROOK GOLF & COUNTRY CLUB OF ORLANDO, INC.

By: W. S. 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 24th 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
Commission CC365870
Expires Apr. 20, 1998
Bonded by HAI
800-422-1658

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