

N 96 000003748



PROFESSIONAL LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 017923 87004A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : July 12, 1996

ORDER TIME : 11:05 AM

ORDER NO. : 017923

CUSTOMER NO: 87004A

CUSTOMER: Suzanne Young, Legal Assistant
SWALM & MURRELL, P.A.

Suite 308
2375 Tamiami Trail North
Naples, FL 33940

800001892428
-07/12/96--01065--001
****122.50 ****122.50

DOMESTIC FILING

NAME: STONEBRIDGE COMMUNITY
ASSOCIATION, 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: Cindy Helentjaris

EXAMINER'S INITIALS:

504-672
W96-14733

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL 12 AM 9:10

87/15/96



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 12 AM 9:10

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 15, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: STONEBRIDGE COMMUNITY ASSOCIATION, INC.
Ref. Number: W96000014733

RESUBMIT
Please give original
submission date as file date.

We have received your document for STONEBRIDGE COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

*See attached
reservation
letter →*

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 996A00034184

STEVEN P. KUSHNER, P.A.
ATTORNEY AT LAW
THE TIDEWATER BUILDING
1875 JACKSON STREET, SUITE 202
FORT MYERS, FLORIDA 33901
—
TELEPHONE (841) 557-0080
FAX (841) 527-7909

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 12 AM 9:10

July 16, 1996

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

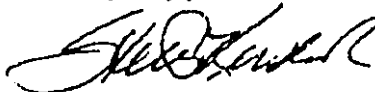
Re: Stonebridge Community Association, Inc. Name Reservation

Gentlemen::

Please be informed that the above referenced name reservation was made on behalf of Robert T. Allegra. I have enclosed a copy of your reservation letter number 796A00014220 from Ms. Becky McKnight for your reference.

If any additional information is required, please feel free to call me.

Very truly yours,



Steven P. Kushner
Attorney at Law

SPK/cal

Enclosure



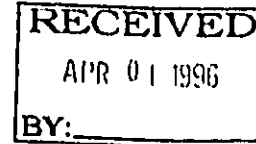
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUL 12 AM 9:10

March 28, 1996

CAROL A. LANDES
STEVEN P. KUSHNER, P.A.
1375 JACKSON ST., SUITE 202
FORT MYERS, FL 33901



Until 7/26/96

The name **STONEBRIDGE COMMUNITY ASSOCIATION, INC.** has been reserved for 120 days beginning March 28, 1996. The reservation number is R96000001584 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Becky McKnight

Letter number: 796A00014220

**ARTICLES OF INCORPORATION
OF
STONEBRIDGE COMMUNITY ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

86 JUL 12 AM 9:10

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Robert T. Allegra, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is Stonebridge Community Association, Inc. (the "Community Association").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall initially be located at 10491 Six Mile Cypress Parkway, Suite 101, Ft. Myers, FL 33912, and subsequently at such other location in Sarasota County, Florida, as shall be determined by the Board of Governors.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Community Association is organized is to provide an entity for the operation of Stonebridge, a Residential Planned Development, located in Sarasota County, Florida. The Community Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, especially Sections 617.301-617.312, Florida Statutes (1995), and no portion of any earnings of the Community Association shall be distributed or inure to the private benefit of any Member, Governor 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 for Stonebridge (the "Declaration of Covenants"), or the Bylaws of this Community Association, and it shall have all other powers and duties reasonably necessary to operate Stonebridge, and effectuate the purposes for which the Community Association is organized pursuant to the Declaration of Covenants as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments and other charges 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 Community.

(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 enter into contracts, 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 Community.

(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 Stonebridge, 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 Preservation and Conservation Areas (i.e., all preserved, restored, or created wetlands areas and uplands buffer zones, and all Conservation Areas); and to take action against Lot owners, if necessary, to enforce the conditions of the conservation easements and the permit issued by Southwest Florida Water Management District for the Community.

(K) To be the responsible entity to operate and maintain the Stormwater Management System as permitted by Southwest Florida 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 shall be voting members. Membership and voting rights shall be as set forth in Sections 3 of the Declaration of Covenants for Stonebridge, 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 stormwater 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 Governors or by written petition of at least ten percent (10%) 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 majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members, and that the notice contains the text of the proposed amendment.

(C) **Effective Date.** A properly adopted amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County. The amendment must be recorded with the same formalities as required in Section 9.4 of the Bylaws for an amendment to the Bylaws.

ARTICLE VIII

GOVERNORS AND OFFICERS:

(A) The affairs of the Community Association will be administered by a Board of Governors consisting of the number of Governors provided for in the Bylaws, but not less than three (3) Governors, and in the absence of such determination shall consist of three (3) Governors.

(B) Governors of the Community Association shall be elected by the Members in the manner described in the Bylaws. Governors may be removed and vacancies on the Board of Governors 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 Governors 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

INITIAL GOVERNORS:

The initial Governors of the Community Association shall be:

Robert T. Allegra
10491 Six Mile Cypress Parkway, Suite 101
Ft. Myers, FL 33912

Charles Danna
10491 Six Mile Cypress Parkway, Suite 101
Ft. Myers, FL 33912

Todd Kerber
10491 Six Mile Cypress Parkway, Suite 101
Ft. Myers, FL 33912

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

2375 Tamiami Trail N., Suite 308
Naples, FL 33940

The initial registered agent at said address shall be:

Swalm & Murrell, P.A.

ARTICLE XI

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Community Association shall indemnify and hold harmless every Governor 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 Governor 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 Governor 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 Governor or officer derived an improper personal benefit.

(D) Wrongful conduct by Governors 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 Governors 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 Governor or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 10 day of July, 1996.

By [Signature]
Robert T. Allegra

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was executed before me this 10 day of July, 1996, by Robert T. Allegra. He is personally known to me or did produce [Signature] identification.



KELLY A. CANFIELD
Notary Public (SEAL)
My Commission CC 685433
Expires 02/12/2000

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Stonebridge Community Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

SWALM & MURRELL, P.A.

[Signature]
John M. Swalm III, President
For the Firm