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July 17, 1996

Secretary of State
The Capitol
Tallahassee, FL 32302

ATT: Corporation Division

Gentlemen:

Enclosed is original and copy of Articles of Incorporation of Stonebridge Homeowners' Association of Brevard, Inc., together with my check for \$122.50 to cover the filing fee, charter tax, certified copy of Articles, and resident agent fee.

After the Charter has been filed, please furnish me a certified copy of said Articles.

Sincerely,

Karen Reeves

KAREN REEVES,
Secretary to JOHN MINOT

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Encls.

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TALLAHASSEE, FLA

ARTICLES OF INCORPORATION
OF
STONEBRIDGE HOMEOWNERS' ASSOCIATION OF BREVARD, INC.

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be Stonebridge Homeowners' Association of Brevard, Inc., which is hereinafter referred to as "The Association". The address of the principal office of the Association is 840 Brevard Avenue, Rockledge, FL. 32955.

ARTICLE II
PURPOSES, POWERS, AND DEFINITIONS

Section 1. Purposes and Powers. The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Conditions, Covenants, Easements, and Restrictions for Stonebridge, recorded (or to be recorded) in the Public Records of Brevard County, Florida, as hereafter amended. The further objects and purposes of the Association are to preserve the values and to maintain Tract _____ for the benefit of the Members of the Association. The Association is not organized for profit, and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have such powers as may be set forth in the By-Laws, and the Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles. The Association shall also have all of the powers necessary to implement and to provide for the general health and welfare of its membership.

Section 2. Surface Water or Stormwater Management System Duties; Powers; and Dissolution.

(a) The Association shall operate, maintain and manage the Stormwater or surface water management system, including the drainage easement, in a manner consistent with St. Johns River Water Management District requirements and St. Johns River Water Management District rules, and shall assist in the enforcement of the Declaration of Covenants, Conditions, and Restrictions which relate to the

surface water or stormwater management system. The Association shall levy and collect adequate Assessments against Lots and Units for the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management Systems, including but not limited to work within retention areas, drainage structures and drainage easements.

(b) 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 Rule 40C-42.027, Florida Administrative Code, and St. Johns River Water Management District prior to such termination, dissolution or liquidation.

Section 3. Definitions. The following words when used in these Articles (unless the context shall prohibit) shall have the following meanings:

(a) "Assessment" means and refers to a share of the funds required for payment of the expenses of the Association, which funds shall be assessed against a Lot Owner from time to time.

(b) "Association" means and refers to Stonebridge Homeowners' Association, Inc., a Florida corporation not for profit.

(c) "Association Property" shall mean and refer to Tract _____, according to the plat of Stonebridge, recorded in Plat Book 42, page 59.

(d) "Entitle To Vote" means and refers to that Lot Owner entitled to a vote for a Lot at an Association meeting. If more than one person or legal entity shall own any Lot, the Owners thereof shall determine among themselves who shall be the Member Entitled To Vote. Said determination shall be manifested upon a voting certificate, signed by all Owners of said Lot, and given to the Association Secretary for placement in the Association records. Notwithstanding anything contained herein, all Lot Owners whether Entitle To Vote or not are assured of all other privileges, rights, and obligations of Association membership and shall be Members of the Association.

(e) "Lot" means and refers to any Lot on the Plat of Stonebridge.

(f) "Member" means and refers to all those Owners

who are members of the Association as provided in Article III hereof.

(g) "Owner" means and refers to the record owner, whether one or more persons or entities, of the fee simple title to any Lot in Stonebridge.

(h) "Plat" means and refers to the plat of Stonebridge, recorded or to be recorded in the Public Records of Brevard County, Florida.

(i) "Storm Water/Drainage Easement" means and refers to a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C-4, 40C-40, or 40C-42, Florida Administrative Code. Portions of the Surface Water or Stormwater Management System are located upon Tract _____ and drainage easement, as depicted upon the Plat.

ARTICLE III MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot shall be a member of the Association; provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Classes of Voting Members. The Association shall have two classes of voting members:

CLASS A.: Class "A" membership shall be owners, with the exception of the Developer, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, such person shall be members. The vote for each lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot.

CLASS B.: Class "B" member shall be the Developer, who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either one of the following events, whichever occurs earlier:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or (b) on December 31, 1996.

Section 3. Meeting of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 33 1/3% of the total number of votes that may be cast be Members Entitled to Vote and in good standing shall be present or represented at the meeting either in person or by general or limited proxy.

Section 4. General Matters. When reference is made herein, By-Laws, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes cast by members Entitled To Vote present at a meeting at which a quorum is present and not of the Members or the Members Entitled To Vote themselves.

ARTICLE IV CORPORATE EXISTENCE

The Association shall have perpetual existence. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

ARTICLE V BOARD OF DIRECTORS

Section 1. Management by Directors. The Property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Thomas J. Price, Jr.	840 Brevard Avenue Rockledge, Fl. 32955
Mr. Raymond G. Knodel	840 Brevard Avenue Rockledge, Fl. 32955
Ms. Lisa Lombardi	1007 Rockledge Drive Rockledge, Fl. 32955

Section 3. Election of Members of Board of Directors. Except as provided herein for the first Board of Directors, directors shall be elected by the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

ARTICLE VI OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice-President, and a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice-President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

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<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Thomas J. Price, Jr.	President	840 Brevard Avenue Rockledge, Fl. 32955
Raymond G. Knodel	Vice President	840 Brevard Avenue Rockledge, Fl. 32955
Raymond G. Knodel	Secretary/ Treasurer	840 Brevard Avenue Rockledge, Fl. 32955

ARTICLE VII
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII
AMENDMENTS

Section 1. Amendments. Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and, after notice to Member ten (10) days in advance of the meeting and in the manner provided for in Chapter 617 of the Florida Statutes setting forth the proposed amendment or a summary of the changes to be effected thereby, thereafter shall be submitted to a meeting of the membership of the Association for adoption or rejection by affirmative majority vote of the Members Entitled To Vote in person or by limited proxy.

Section 2. Conflict. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Thomas J. Price, Jr., 840 Brevard Avenue, Rockledge, Florida 32955.

ARTICLE X
INDEMNIFICATION

Section 1. Indemnification in Proceedings. Every Director and every officer of the Association shall be indemnified by the

Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved, other than an action by, or in the right of, the corporation, by reason of his being or having been a Director or officer of the Association, or having served at the Association's request as a Director or officer of any other corporation, whether or not he is a Director or officer at the time such expenses are incurred, regardless of or by whom the proceeding was brought, if he acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. In the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. The termination of any action, suit, or proceeding by judgement, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Director did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. No indemnification may be made pursuant to this Article X, Section 1. in relation to matters as to which any Director or officer is adjudged to be liable for gross negligence or willful misconduct.

Section 2. Indemnification In Proceedings By Or In The Right of The Association. The Association shall indemnify every Director and every officer who was or is a party, or is threatened to be suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a Director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of

his duty to the Association unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Section 3. Prepayment of Costs and Attorneys' Fees. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding, if authorized by all of the non-interested Directors and upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount, if it shall ultimately be determined that he is not to be indemnified by the Association, as authorized by these Articles of Incorporation.

Section 4. Indemnity Insurance. The Association shall have the power to purchase, at its expense, and maintain insurance on behalf of any individual who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another organization at the request or direction of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

Section 5. Amendment of Article. The provisions of this Article shall not be amended.

ARTICLE XI

REGISTERED AGENT

Until changed, Thomas J. Price, Jr., shall be the registered agent of the Association and the registered office shall be at 840 Brevard Avenue, Rockledge, Florida 32955.

IN WITNESS WHEREOF, the said incorporator has caused a duly authorized officer to hereunto set his hand and the corporate seal on behalf of the Corporation this 17 day of

July, 1994.

Sign: Karen Reeves
Witness

Thomas J. Price, Jr.
Thomas J. Price, Jr.

Print name: Karen Reeves

Address: 319 River Edge Blvd., #214
Cocoa, FL 32922

Sign: Thomas Minot
Witness

Print name: Thomas Minot

Address: 319 River Edge Blvd., #214
Cocoa, FL 32922

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this
17th day of July 1996, by THOMAS J. PRICE, JR. who is
personally known to me and who did not take an oath.



KAREN REEVES
MY COMMISSION # CC287181 EXPIRES
June 26, 1997
BONDED THRU TROY FAIN INSURANCE, INC

Karen Reeves
Notary Public

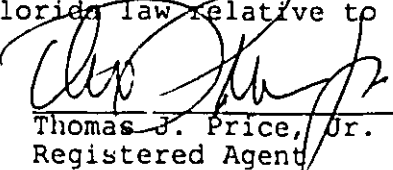
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In compliance with the laws of Florida, the following is
submitted:

That desiring to organize under the laws of the State of
Florida with its principal office, as indicated in the foregoing
articles of incorporation, at the County of Brevard, State of
Florida, the corporation named in said articles has named THOMAS
J. PRICE, JR., located at 840 Brevard Avenue, Rockledge, Florida,
32955, as its statutory registered agent.

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Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Thomas J. Price, Jr.
Registered Agent

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