

N990000000487

KRISTOPHER E. FERNANDEZ

Attorney at Law

Post Office Box 10563
Tampa, Florida 33679-0563

Telephone (813) 832-6340
Facsimile (813) 835-0403

January 19, 1999

Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, Florida 32314

Re: Stockton Court Association, Inc.

900002749459--1
-01/21/99--01053--006
*****70.00 *****70.00

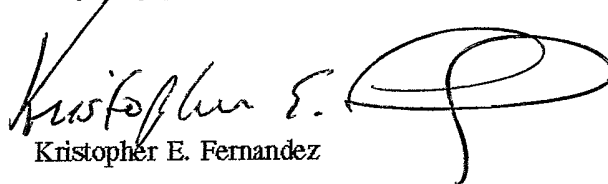
Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Check in the amount of \$70.00 to cover filing fees.

Enclosed you will also find a photocopy of the Articles. Please return the copy to me with the filing date stamped on it.

Very truly yours,


Kristopher E. Fernandez

Enclosures
cc: Allstate Homes, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 5:30

26
-1
105

**ARTICLES OF INCORPORATION OF
STOCKTON COURT HOMEOWNERS ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 5:30

THE UNDERSIGNED, acting as the incorporator of STOCKTON COURT HOMEOWNERS ASSOCIATION, INC. under Chapter 617, Florida Statutes, submits the following Articles of Incorporation (the "Articles"):

ARTICLE I: NAME

The name of the corporation is STOCKTON COURT HOMEOWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II: PRINCIPAL ADDRESS

The mailing address of the Association is Allstate Land Inc., 11300 N. Central Avenue, Tampa, Florida 33612. The principal office of the Association is at 11300 N. Central Avenue Tampa, Florida 33612, or at such other place as may be subsequently designated by the Board of Directors (the "Board") of the Association.

ARTICLE III: DURATION AND COMMENCEMENT

The association will exist perpetually commencing with the filing of these Articles with the Florida Department of State.

ARTICLE IV: PURPOSE

The Association is intended to qualify as a "Homeowner Association" as such term is defined in Section 528(c) of the Internal Revenue Code of 1986, as amended. The Association is organized solely for the purpose of carrying on the following functions: the acquisition, construction, management, operation, maintenance, care, repair and replacement of Association property, in the Stockton Court Subdivision according to the provisions of the Declarations of Covenants, Conditions, Restrictions and Assessments of Stockton Court Homeowners Association (the "Declaration") recorded along with a plat, in the Public Records of Hillsborough County, Florida, and as amended from time to time. No part of the net earnings of the Association shall inure to the benefit of any member or other private individual; however, the benefit received by the members as a result of the Association's acquisition, construction, management, operation, maintenance, care, repair and replacement of Association property shall not constitute improper inurements.

ARTICLE V: POWERS

The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of the State of Florida that do not contravene the Association's purpose as stated in Article IV of these Articles or Section 528(c) of the Internal Revenue Code of 1986, as amended. In addition, the Association shall have the following powers:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property as recorded, amended by this Association as prescribed in the Declaration, or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated by reference herein as if set forth at length.

b. Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

c. Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

d. Borrow money, with the assent of two-thirds (2/3) of the entire membership, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

e. Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the entire membership, agreeing to such dedication, sale or transfer.

f. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire membership.

g. Have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercised.

ARTICLE VI: MEMBERSHIP, AND VOTING RIGHTS

The Association is organized on a non-stock basis. Membership quorum and voting requirements shall be as regulated by the Bylaws of the Association (the "Bylaws").

Every person, firm, association, corporation or other legal entity who is a record owner or co-owner of the fee simple title to any lot that is subject by the Declaration to assessment by the Association (the "Lot") shall be a member of the Association, provided that any person, firm, association, corporation or other legal entity who holds such title or interest merely as security for the performance of an obligation (including, but not limited to mortgagees or trustees under deeds of trusts) shall not be a member of the Association, all as set forth in the Bylaws. Membership shall be limited to owners of Lots. Each member of the Association shall be entitled to one vote for each Lot held by such member in fee simple, as more particularly set forth in the Bylaws.

Change of membership in the Association shall be established by the recording in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record title to a Lot and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument shall thereby become a member of the Association, and the membership of the prior owner, as to the Lot conveyed, shall be terminated.

ARTICLE VII: DIRECTORS

The Board shall initially consist of three directors. The number of directors may be increased or diminished from time to time, as provided in the Bylaws, but shall never be less than three. The names and addresses of the initial directors of the Association are as set forth in the organizational minutes. The manner in which the directors are elected is set forth in the By-laws.

ARTICLE VIII: OFFICERS

The officers of the Association shall be a president, vice-president, secretary, and treasurer, and may include such other officers as may be authorized by the Bylaws and elected by the Board from time to time.

ARTICLE IX: COMMITTEES

The Board may establish an architectural standards committee and may establish other committees in accordance with the Declaration and the Bylaws.

ARTICLE X: AMENDMENTS TO ARTICLES

The Association reserves the right to amend, alter, change or repeal any provision in these Articles in the manner prescribed by law. No amendment shall be made that is in conflict with the Declaration.

ARTICLE XI: BYLAWS

The Bylaws of the Association are to be made and adopted by the Board, and may be altered, amended or rescinded by, the Board. No amendment to the Bylaws shall be made that is in conflict with the Declaration or these Articles.

ARTICLE XII: INITIAL REGISTERED OFFICE AND AGENT

The name and physical address of the initial registered agent of the Association is Kristopher E. Fernandez, Esquire, 307 South Boulevard, Suite D, Tampa, Florida 33606.


ARTICLE XIII: INCORPORATOR

The name and street address of the incorporator is Kristopher E. Fernandez, Esquire, 307 South Boulevard, Suite D, Tampa, Florida 33606. The incorporator assigns to the corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

ARTICLE XIV: DISSOLUTION

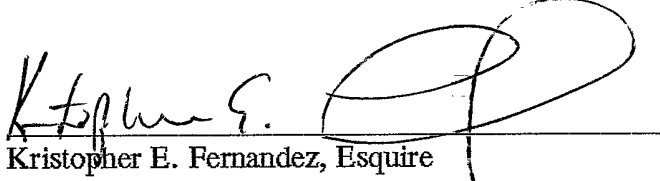
In the event of the dissolution of the Corporation, the assets of the Corporation constituting the surface water management system shall be distributed to an appropriate agency of local government, or if such agency does not accept the assets, the assets shall be distributed to another not-for-profit organization that is qualified within the meaning of Section 528(c) of the Internal revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this 19~~th~~ day of January, 1999.


Kristopher E. Fernandez, Esquire

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for Stockton Court Homeowners Association, Inc., at 307 South Boulevard, Suite D, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.0501, Florida Statutes.



Kristopher E. Fernandez, Esquire
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 21 PM 5:30