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**CERTIFICATE OF AMENDMENT  
TO THE**

**ARTICLES OF INCORPORATION**

**OF**

**STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC.**

STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC. under its corporate seal and acting by its President and Secretary, does hereby certify that at a duly called joint meeting of the members and Board of Directors of the Corporation held on the 12<sup>th</sup> day of November, 2009, in accordance with the requirements of Florida law, and of the Articles of Incorporation of STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC., not less than a majority of the entire membership of the Association and of the Board of Directors proposed and approved a resolution amending and restating the Articles of Incorporation as attached hereto and incorporated herein by reference.

**IN WITNESS WHEREOF**, the undersigned President and Secretary of have executed this Certificate of Amendment to Articles of Incorporation this 22<sup>nd</sup> day of December 2009.

**STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC.**

By: [Signature]  
President

ATTEST:  
By: [Signature]  
Secretary

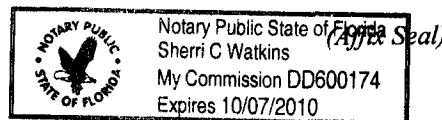
(SEAL)

**STATE OF FLORIDA  
COUNTY OF INDIAN RIVER**

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Chad Kelly and Kevin Bunker as President and Secretary of STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation.  
(Personally Known)

WITNESS my hand and official seal in the state and county last aforesaid this 22<sup>nd</sup> day of December, 2009.

[Signature]  
Name: Sherril C. Watkins  
Notary Public, State of Florida



**ARTICLES OF INCORPORATION**  
**OF**  
**STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned by these Articles of Incorporation associate themselves for the purpose of forming a corporation not for profit, under the laws of the State of Florida, and certify as follows:

**ARTICLE I**

**Name**

The name of the corporation shall be STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation will be referred to in this instrument as the Association.

**ARTICLE II**

**Purpose**

2.1. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes, for the operation of a subdivision that is to be constructed upon lands in Indian River County, Florida, described as follows:

Tracts 1 and 8, Section 14, Township 33 South Range 38 East, Indian River Farms Company Subdivision, According to the Plat thereof as recorded in Plat Book 2, Page 25, Public Records of St. Lucie County, Florida, said lands now lying and being in Indian river County, Florida.

2.2. The Association will make no distribution of income to its members, directors or officers.

**ARTICLE III**

**Powers**

The powers of the Association will include and be governed by the following provisions:

3.1. The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles.

3.2. The Association will have all of the powers and duties set forth in Florida Statutes

Chapter 720 and any amendments thereto, hereinafter referred to as "The Homeowners' Association Act", except as limited by these Articles and the Declaration of Covenants and Restrictions for the Association; and it will have all of the powers and duties reasonably necessary to operate said Association pursuant to its Declaration of Covenants and Restrictions, as may be amended from time to time, including, but not limited to, the following:

- a. To make and collect assessments against members to defray the costs, expenses and losses of the Association.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, repair, replace and operate the Association properties.
- d. To purchase insurance for the Association properties; and insurance for the protection of the Association and its members as lot owners.
- e. To reconstruct improvements after casualty and to further improve the Association properties.
- f. To make and amend reasonable regulations respecting the use of the Association properties.
- g. To approve or disapprove the transferring, leasing, mortgaging and ownership of lots as may be provided by the separate Declaration of Covenants and Restrictions and the Bylaws of the Association.
- h. To enforce by legal means the provisions of the Homeowners' Association Act, the Declaration of Covenants and Restrictions, these Articles, the Bylaws of the Association and the Regulations for the use of the Association properties.
- i. To maintain class actions on behalf of any or all of the lot owners and to institute, maintain, settle or appeal actions or hearings in its name on behalf of all lot owners concerning matters of common interest.
- j. To contract for the management and operation of the Association, including its common property; and to thereby delegate, as may be allowed by law, all powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or of the membership of the Association.
- k. To employ personnel to perform the services required for the proper management and operation of the Association.

3.3. All funds, except such portions thereof as are expended for the common expenses of the Association, and the titles of all Association properties will be held in trust for the members of the

Association, in accordance with their respective interests under the Declaration of Covenants and Restrictions, and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

3.4. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration of Covenants and Restrictions and the Bylaws of the Association.

**ARTICLE IV**  
**Members**

4.1. The members of the Association will consist of all of the record owners of lots in the subdivision, and after termination of the Association shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Association, change of membership will be established by recording in the public records of Indian River County, Florida, a deed or other instrument establishing a record title to lots and by the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's lot.

4.4. The owner of each lot will be entitled to at least one (1) vote as a member of the Association, except that Stoneybrook Farms Group, L.L.C., the Developer of STONEY BROOK FARM shall have ten (10) votes for each lot it owns until ninety percent (90%) of all of the lots in STONEY BROOK FARM have been transferred at which time it shall have one (1) vote per lot it owns. The exact number of votes to be cast by owners and the manner of exercising voting rights will be established by the Bylaws of the Association.

**ARTICLE V**  
**Directors**

5.1. The affairs of the Association will be initially managed by a board consisting of not less than three (3) directors. Commencing with the turnover of control of the Association to Association Members other than the Developer of STONEY BROOK FARM there shall not be less than five (5) and not more than nine (9) Directors. Directors need not be members of the Association.

5.2. Directors of the Association will be elected at the annual meeting of the members.

5.3. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chad Kelly	1848 Wilbur Avenue Vero Beach, FL 32960
Kevin Bynum	22200 State Road 60 Vero Beach, FL 32966
Gary Bock	8265 Meredith Place Vero Beach, FL 32968

**ARTICLE VI**  
**Officers**

The affairs of the Association will be administered by the officers designated in the Bylaws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and will serve at the pleasure of the Board of Directors. The names and addresses of the officers who will serve until their successors are designated are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Chad Kelly	1848 Wilbur Avenue Vero Beach, FL 32960	President
Kevin Bynum	22200 State Road 60 Vero Beach, FL 32966	Secretary
Gary Bock	8265 Meredith Place Vero Beach, FL 32968	Treasurer

**ARTICLE VII**  
**Bylaws**

The first Bylaws of the Association will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said Bylaws.

**ARTICLE VIII**  
**Amendments**

Amendments to these Articles of Incorporation will be proposed and adopted in the following manner:

*Articles of Incorporation of  
Stoney Brook Farm Property Owners' Association, Inc.*

8.1. Notice of the subject matter of a proposed amendment will be included in the notice of any meeting at which a proposed amendment is considered.

8.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association and except as elsewhere provided such approvals must be by not less than a majority of the entire membership of the Board of Directors.

8.3. Provided, however, that no amendment will make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members. No amendment will be made that is in conflict with the Homeowners' Association Act or the Declaration of Covenants and Restrictions.

8.4. A copy of each amendment will be certified by the Secretary of State, State of Florida, and will be recorded in the public records of Indian River County, Florida.

**ARTICLE IX**

**Term**

The term of the Association will be perpetual.

**ARTICLE X**

**Subscribers**

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

**NAME**

**ADDRESS**

Chad Kelly

1848 Wilbur Avenue  
Vero Beach, FL 32960

Kevin Bynum

22200 State Road 60  
Vero Beach, FL 32966

Gary Bock

8265 Meredith Place  
Vero Beach, FL 32968

**ARTICLE XI**

The street address of the initial principal and registered office of the corporation is 333 17<sup>th</sup> Street, Suite 2L, Vero Beach, Florida 32960, and the name of the initial registered agent of the corporation at that address is A. R. Choice Management, Inc.

IN WITNESS WHEREOF, the subscribers have affixed their signatures, this 22<sup>nd</sup>  
day of December, 2009.

COPY

*Chad Kelly*

Chad Kelly

*Kevin Bynum*

Kevin Bynum

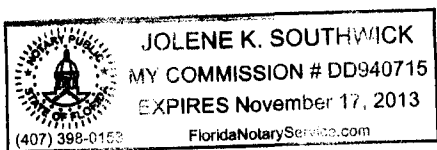
*Gary Bock*

Gary Bock

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared Chad Kelly, Kevin Bynum and Gary Bock, to me known and known to me to be the individuals described in, and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Vero Beach, said County and State aforesaid, this 22<sup>nd</sup> day of December, 2009.



*Jolene Southwick*  
Notary Public, State of Florida

My commission expires:

COPY

11/17/13  
P Y

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC.

COOP

A. R. CHOICE MANAGEMENT, INC.

By:

*Charity Gruwell*  
Charity Gruwell

That the above constitutes the sole amendment to said Articles of Incorporation.

IN WITNESS WHEREOF, said corporation has caused this certificate to be executed in its

name by its President and Secretary, and its corporate seal hereto affixed, by due authority, this

22<sup>nd</sup> day of December, 2009.

COOP

STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC.  
BY: *Chad Kelly* President  
ATTEST: *Kim Dorman* Secretary

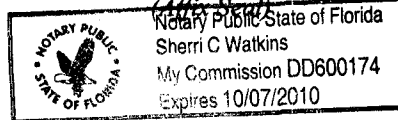
(Corporate Seal)

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

I HEREBY CERTIFY that before me, a Notary Public, personally appeared Chad Kelly and Kevin Burnett as President and Secretary of STONEY BROOK FARM PROPERTY OWNERS' ASSOCIATION, INC., a Florida corporation, to me known to be the persons described in and who executed the foregoing instrument and who acknowledged before me that they executed the same for the purposes therein set forth for and on behalf of said corporation. (Personally Known)

WITNESS my hand and official seal in the state and county last aforesaid this 22<sup>nd</sup> day of December, 2009.

*Sherri C. Watkins*  
Name: Sherri C. Watkins  
Notary Public, State of Florida



Articles of Incorporation of  
Stoney Brook Farm Property Owners' Association, Inc.