

This document was prepared by:
Bruce I. Wiener, attorney
Gardner, Wadsworth, Duggar, Bist & Wiener, P.A.
1300 Thomaswood Drive
Tallahassee, Florida 32308

FIRST AMENDMENT TO
DECLARATION OF COVENANTS, CONDITIONS,
RESTRICTIONS AND GRANT OF EASEMENTS
for
STONEBRIAR

This FIRST AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND GRANT OF EASEMENTS (hereafter "First Amendment") is made this 22nd day of August, 2003, by Pennyworth Homes, Inc., a Florida corporation, whose mailing address is 679 Blackshear Road, Thomasville, Georgia 31792 (hereafter "Declarant").

STATEMENT OF PRELIMINARY FACTS:

The Declarant has caused a DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS AND GRANT OF EASEMENTS (hereafter "the Declaration") to be recorded in Official Records Book 2831, at Page 400 of the Public Records of Leon County, Florida, with respect to Stonebriar. The Declarant is desirous of amending the Declaration and granting certain additional easements as provided below.

TERMS:

In consideration of \$10.00 and other good and valuable consideration, and incorporating the above Statement of Preliminary Facts herein, the Declarant does hereby amend the Declaration as follows:

1. The Plat of Stonebriar attached to the Declaration as Exhibit "B" is hereby replaced by the Plat of Stonebriar attached to this First Amendment as **Exhibit "A"**.
2. Article XII of the Declaration is hereby amended to read as follows:

ARTICLE XII – NATURAL AREA BUFFERS

The areas identified on the Plat of Stonebriar as Natural Area Buffers are intended to remain in their natural and undisturbed condition. As such, the removal or destruction of any tree, shrub or other vegetation from the Natural Area Buffers shown on the Plat of Stonebriar is strictly prohibited. The Natural



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Area Buffers are intended to serve as a buffer and screen.

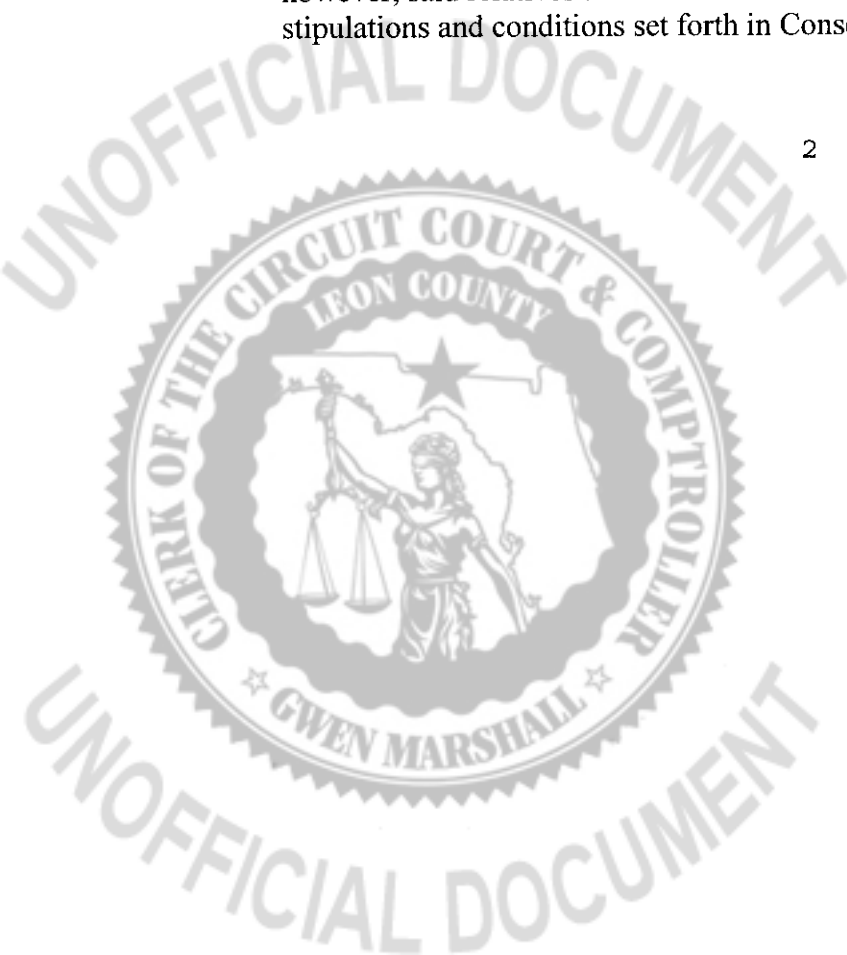
3. Section 4 of Article XIII of the Declaration is amended to read as follows:

Section 4. Conservation Easements. Certain portions of the Subdivision are encumbered by the Conservation Easement dated January 24, 2002 and recorded in Official Records Book 2614, at Page 1508 of the Public Records of Leon County, Florida (hereafter "Conservation Easement"). The Plat of Stonebriar generally identifies the particular areas encumbered by the Conservation Easement. The owners of the property encumbered by the Conservation Easement must strictly comply with the terms and conditions of said easement. Certain portions of the Subdivision are also encumbered by another conservation easement identified on the Plat of Stonebriar as Conservation Easement #2 (With Natural Buffer) (hereafter "Conservation Easement #2"). The owners of the property encumbered by Conservation Easement #2 must also strictly comply with the terms and conditions of said easement. A natural area buffer shall be located on the westerly five (5) foot perimeter of Conservation Easement #2, within the conservation easement area. This natural area buffer is intended to serve as a buffer and visual screen and is intended to remain in its natural and undisturbed condition. As such, the removal or destruction of any tree, shrub or other vegetation from this natural area buffer is strictly prohibited.

4. The Declaration is supplemented to include the following paragraphs at the end of Section 5 of Article XIII:

Pursuant to Section 704.08, Florida Statutes (2002), Declarant hereby grants and conveys to the relatives and descendants of any person buried in the area identified as Conservation Easement #2 a ten (10) foot easement for ingress and egress over and across the property described on **Exhibit "B"** attached to the First Amendment to the Declaration of Covenants, Conditions, Restrictions and Grant of Easements for Stonebriar. This ingress and egress easement is also identified on the Plat of Stonebriar as "10' foot Ingress/Egress Easement" and passes through the rear of Lots 2C through 8C. This ingress and egress easement is granted and conveyed to allow said relatives and descendants, if any, to visit Conservation Easement #2 at reasonable times and in a reasonable manner.

Nothing herein shall create an obligation of the Declarant or the Association to maintain the ten (10) foot ingress and egress easement. Nothing herein shall prohibit the relatives and descendants of persons buried in Conservation Easement #2 from maintaining this area in a reasonable manner; however, said relatives and descendants shall abide by the terms, conditions, stipulations and conditions set forth in Conservation Easement #2.



5. The Articles of Incorporation for the Association are attached hereto as **Exhibit "C"** and the Bylaws of the Association are attached hereto as **Exhibit "D"**.

IN WITNESS WHEREOF, the Declarant has caused this First Amendment to be executed as of the day and year first above written.

WITNESSES:

Alexander Seillan
Print Name: Alex Seillan

Jo-Lyn Palan
Print Name: Jo-Lyn Palan

PENNYWORTH HOMES, INC., a Florida corporation

By: *Ebe Walter*
Ebe Walter
Its President

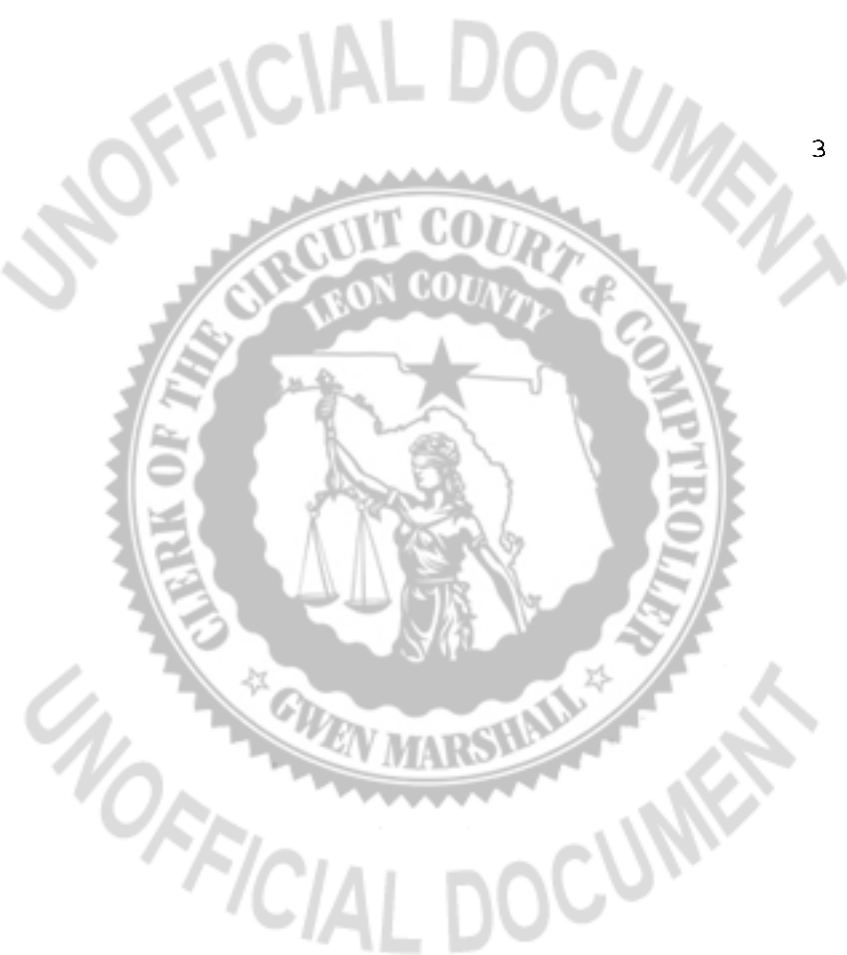
STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing instrument was acknowledged before me this 22nd day of August, 2003, by Ebe Walter as President of Pennyworth Homes, Inc., a Florida corporation, on behalf of the corporation. (He is personally known to me; or (has produced _____ as identification.

Bruce I. Wiener
NOTARY PUBLIC
Print Name: Bruce I. Wiener
My Commission Expires:



Bruce I. Wiener
MY COMMISSION # DD094961 EXPIRES
June 20, 2006
BONDED THRU TROY FAJN INSURANCE, INC.




JOINDER

Mary Martin Enterprises, Inc., a Florida corporation, is the owner and holder of that certain Non-Recourse Mortgage dated July 30, 1999 and recorded in Official Records Book 2336, at Page 37 of the Public Records of Leon County, Florida ("the Mortgage"). Mary Martin Enterprises, Inc. as the owner and holder of the Mortgage, and any modifications thereto, hereby joins in and consents to the First Amendment to Declaration of Covenants, Conditions, Restrictions and Grant of Easements for Stonebriar.

Date: August 22, 2003

WITNESSES:


Print Name: R. Biles


Print Name: Rita Y. Jacobs

MARY MARTIN ENTERPRISES, INC.,
a Florida corporation

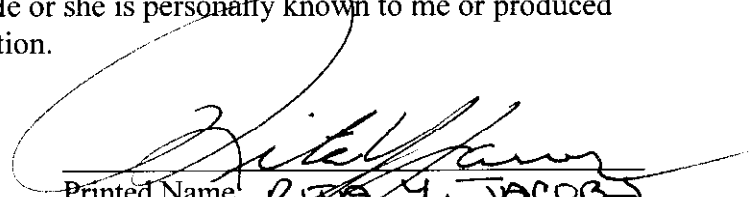
By: Mary Martin
Print Name: MARY MARTIN
Its: PRES.

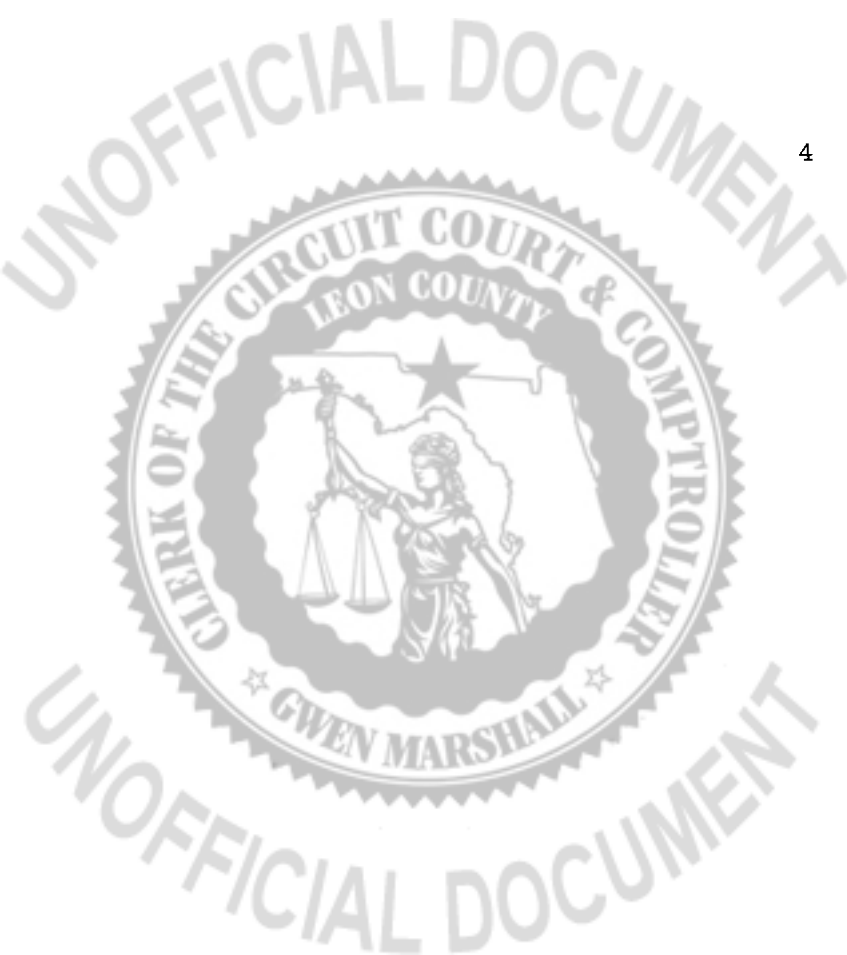
STATE OF FLORIDA,
COUNTY OF LEON.

The foregoing Joinder was acknowledged before me this 22 day of August, 2003, by Mary Martin as President of Mary Martin Enterprises, Inc., a Florida corporation, on behalf of the corporation. He or she is personally known to me or produced Fla. driver Lic as identification.



Rita Y. Jacobs
MY COMMISSION # DD212042 EXPIRES
May 13, 2007
BONDED THRU TROY FAIN INSURANCE, INC.


Printed Name: RITA Y. JACOBS
Notary Public
My Commission Expires:



PLAT OF SPECIFIC PURPOSE TO SHOW COMPOSITE DRAWING OF STONEBRIAR

POINT OF COMMENCEMENT NORTHWEST CORNER OF THE EAST ONE-HALF OF THE NORTHWEST QUATER OF SECTION 33, TOWNSHIP 2 NORTH, RANGE 1 EAST, LEON COUNTY, FLORIDA. AS PER LEGAL DESCRIPTION RECORDED IN OR BOOK 1032, PAGE 1342 OF THE PUBLIC RECORDS OF LEON COUNTY, FLORIDA.

1" = 100'

- 1. SURVEY SOURCE: Deeds of record, an unrecorded plat prepared by Roman Dotson & Associates, dated 12/15/81, special instructions by client and a field survey performed by the undersigned surveyor.
- 2. BEARING REFERENCE: Westerly boundary of overall parcel being North 00 22 minutes 08 seconds East as per deeds of record.
- 3. NO IMPROVEMENTS have been located in this survey other than shown hereon.
- 4. There are NO VISIBLE ENCROACHMENTS other than those shown hereon.
- 5. This survey is dependent upon EXISTING MONUMENTATION.
- 6. Not valid without the signature and the original raised seal of a Florida licensed surveyor and mapper.
- 7. See attached sheets for legal descriptions.

40' INGRESS/EGRESS, DRAINAGE & UTILITY EASEMENT

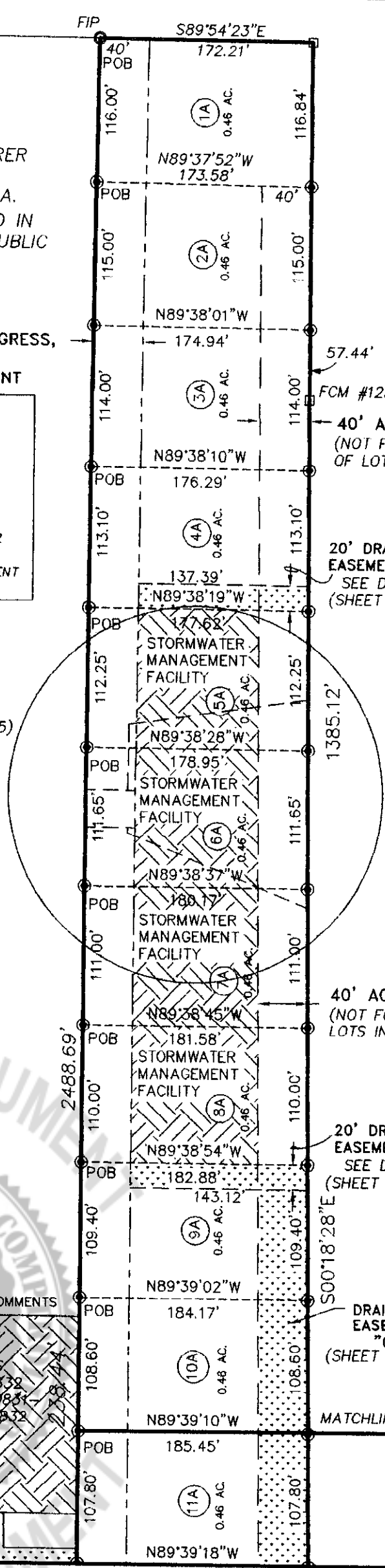
- DRAINAGE EASEMENTS
- CONSERVATION EASEMENTS (CE)
- STORMWATER MANAGEMENT FACILITY
- 5' NATURAL BUFFER (PROTECTED AREA)
- CONSERVATION EASEMENT #2
- 10' INGRESS/EGRESS EASEMENT

236.89'

LOT 1
1.622 Ac±

OFFICIAL RECORDS
BOOK 2614
PAGE 1508

OFFICIAL RECORDS
BOOK 2632
PAGE 00831-00832



I hereby certify that this is a true and correct representation of the property as shown hereon and that this survey meets the minimum technical standards for land surveying (Chapter 61G176, Florida Administrative Code).

The undersigned surveyor has not been provided a current title opinion or abstract of matter affecting title or boundary to the subject property. It is possible that unrecorded encroachments, unrecorded easements or other encumbrances which could affect the boundaries.

JAMES T. RODDENBERRY
Surveyor and Mapper
Florida Certificate No. 4281

NOTE:
ALL ROADS, STREETS, COMMON AREAS, FACILITIES AND EASEMENTS INCLUDING DRAINAGE EASEMENTS AND RIGHTS-OF-WAY PROVIDING INGRESS AND EGRESS TO THE PROPERTY HEREON DESCRIBED SHALL BE MAINTAINED BY THE STONEBRIAR HOMEOWNERS ASSOCIATION, INC. AND LEON COUNTY SHALL NOT BE RESPONSIBLE FOR THE MAINTENANCE OF THE ABOVE MENTIONED.

SHEET 1 OF 5

THURMAN RODDENBERRY & ASSOCIATES, INC.
Professional Surveyors & Mappers

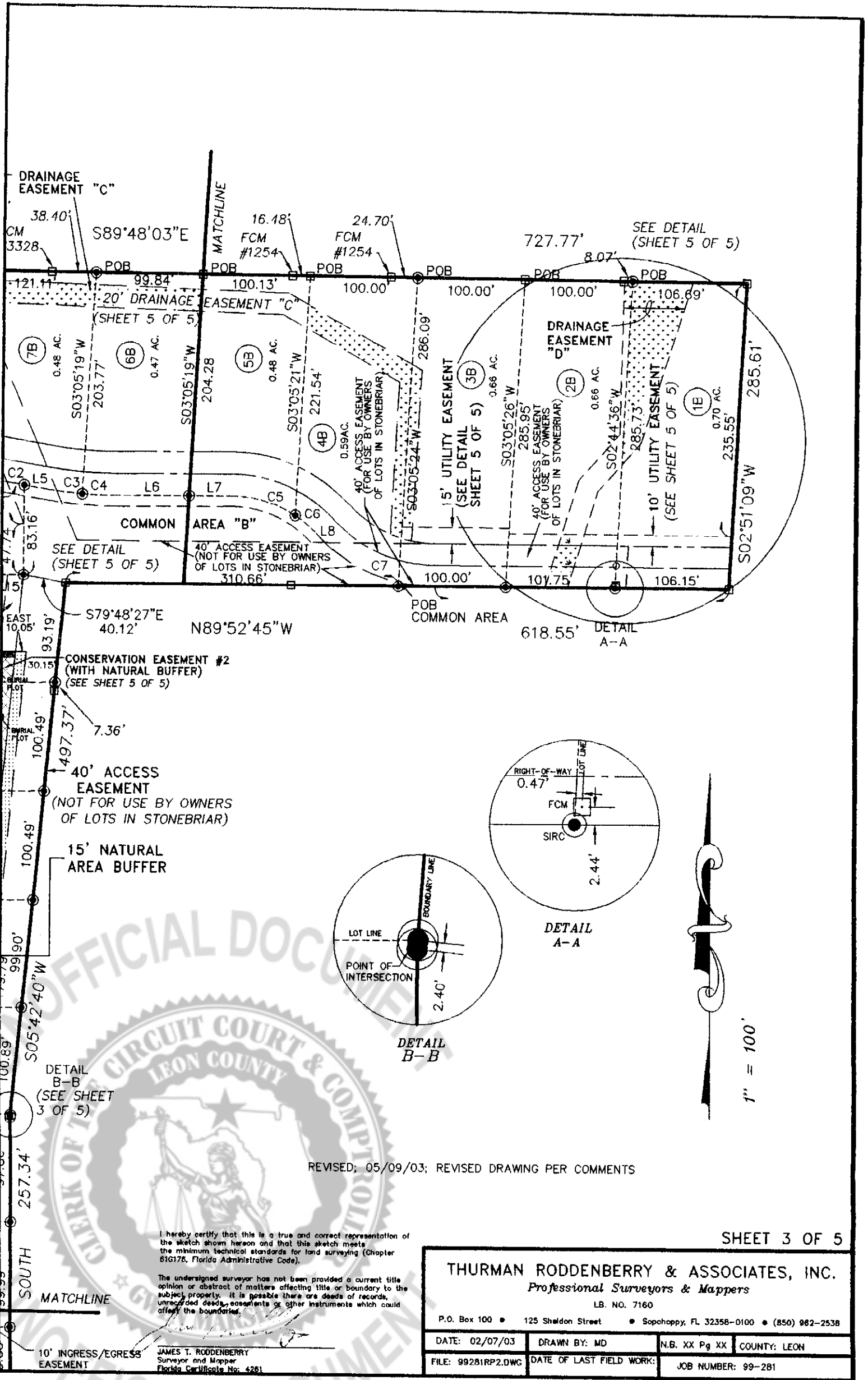
LB. NO. 7160

P.O. Box 100 • 125 Sheldon Street • Sopchoppy, FL 32358-0100 • (850) 962-2538

DATE: 02/07/03 DRAWN BY: MD COUNTY: LEON

FILE: 99281RP2.DWG DATE OF LAST FIELD WORK: JOB NUMBER: 99-281

Exhibit "A"



REVISED; 05/09/03; REVISED DRAWING PER COMMENTS

SHEET 3 OF 5

I hereby certify that this is a true and correct representation of the sketch shown hereon and that this sketch meets the minimum technical standards for land surveying (Chapter 61G178, Florida Administrative Code).

The undersigned surveyor has not been provided a current title opinion or abstract of matters affecting title or boundary to the subject property. It is possible there are deeds of records, unrecorded deeds, easements or other instruments which could affect the boundaries.

JAMES T. RODDENBERRY
Surveyor and Mapper
Florida Certificate No. 4261

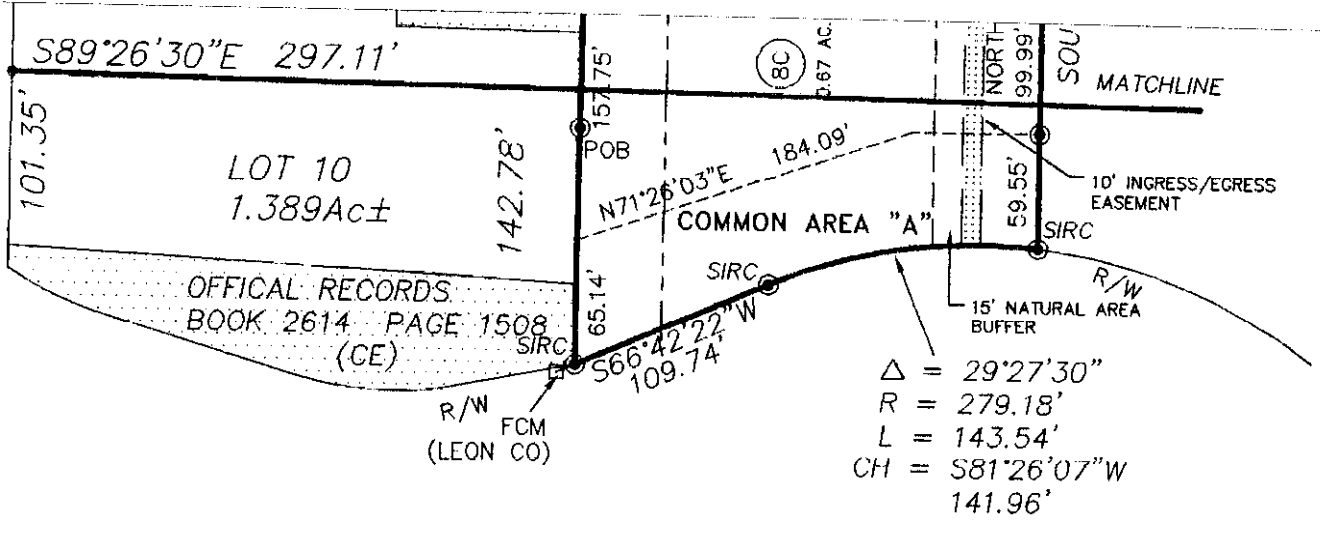
THURMAN RODDENBERRY & ASSOCIATES, INC.
Professional Surveyors & Mappers

LB. NO. 7160

P.O. Box 100 • 125 Sheldon Street • Sopchoppy, FL 32358-0100 • (850) 962-2538

DATE: 02/07/03	DRAWN BY: MD	N.B. XX Pg XX	COUNTY: LEON
FILE: 99281RP2.DWG	DATE OF LAST FIELD WORK:	JOB NUMBER: 99-281	

Exhibit "A"



$$\begin{aligned} \Delta &= 29^{\circ}27'30'' \\ R &= 279.18' \\ L &= 143.54' \\ CH &= S81^{\circ}26'07''W \\ &141.96' \end{aligned}$$

C1
 D=07°01'44"
 L=42.94'
 R=350.00'
 T=21.50'
 CD=N86°43'10"W 42.91'

C2
 D=00°34'04"
 L=3.27
 R=330.00'
 T=1.63'
 CD=N80°54'02"W 3.27'

C3
 D=04°52'51"
 L=31.52'
 R=370.00'
 T=15.77'
 CD=N83°03'26"W 31.51'

C4
 D=04°44'11"
 L=30.59'
 R=370.00'
 T=15.30'
 CD=N87°51'57"W 30.58'

C5
 D=33°13'45"
 L=63.80'
 R=110.00'
 T=32.82'
 CD=N73°37'10"W 62.91'

C6
 D=13°31'23"
 L=25.96'
 R=110.00'
 T=13.04'
 CD=N50°14'36"W 25.90'

C7
 D=33°37'07"
 L=88.01'
 R=150.00'
 T=45.31'
 CD=S60°17'27"E 86.76'

C8
 D=09°37'02"
 L=62.10'
 R=370.00'
 T=31.13'
 CD=S85°25'31"E 62.03'

C9
 D=46°45'08"
 L=89.76'
 R=110.00'
 T=47.55'
 CD=S66°51'28"E 87.29'

L1
 N00°15'33"W 61.52'

L2
 N00°15'33"W 41.34'

L3
 N23°08'34"W 75.31'

L4
 N23°08'34"W 23.32'

L5
 S80°37'00"W 36.89'

L6
 S89°45'58"W 69.26'

L7
 S89°45'58"W 38.85'

L8
 N43°28'54"W 2.11'

L9
 S80°37'00"W 13.24'

LAKE HALL ROAD
 (PAVED)

LEGEND

- FOUND IRON PIPE
- FOUND 4" x 4" FLAT TOP CONCRETE MONUMENT
- SET IRON ROD AND CAP #4261
- POB POINT OF BEGINNING

NOTE:
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REVISED; 05/09/03; REVISED DRAWING PER COMMENTS

I hereby certify that this is a true and correct representation of the sketch shown hereon and that this sketch meets the minimum technical standards for land surveying (Chapter 61G17-0, Florida Administrative Code).

The undersigned surveyor has not been provided a current title opinion or abstract of matters affecting title or boundary to the subject property. It is possible there are deeds of records, unrecorded deeds, easements or other instruments which could affect the boundaries.

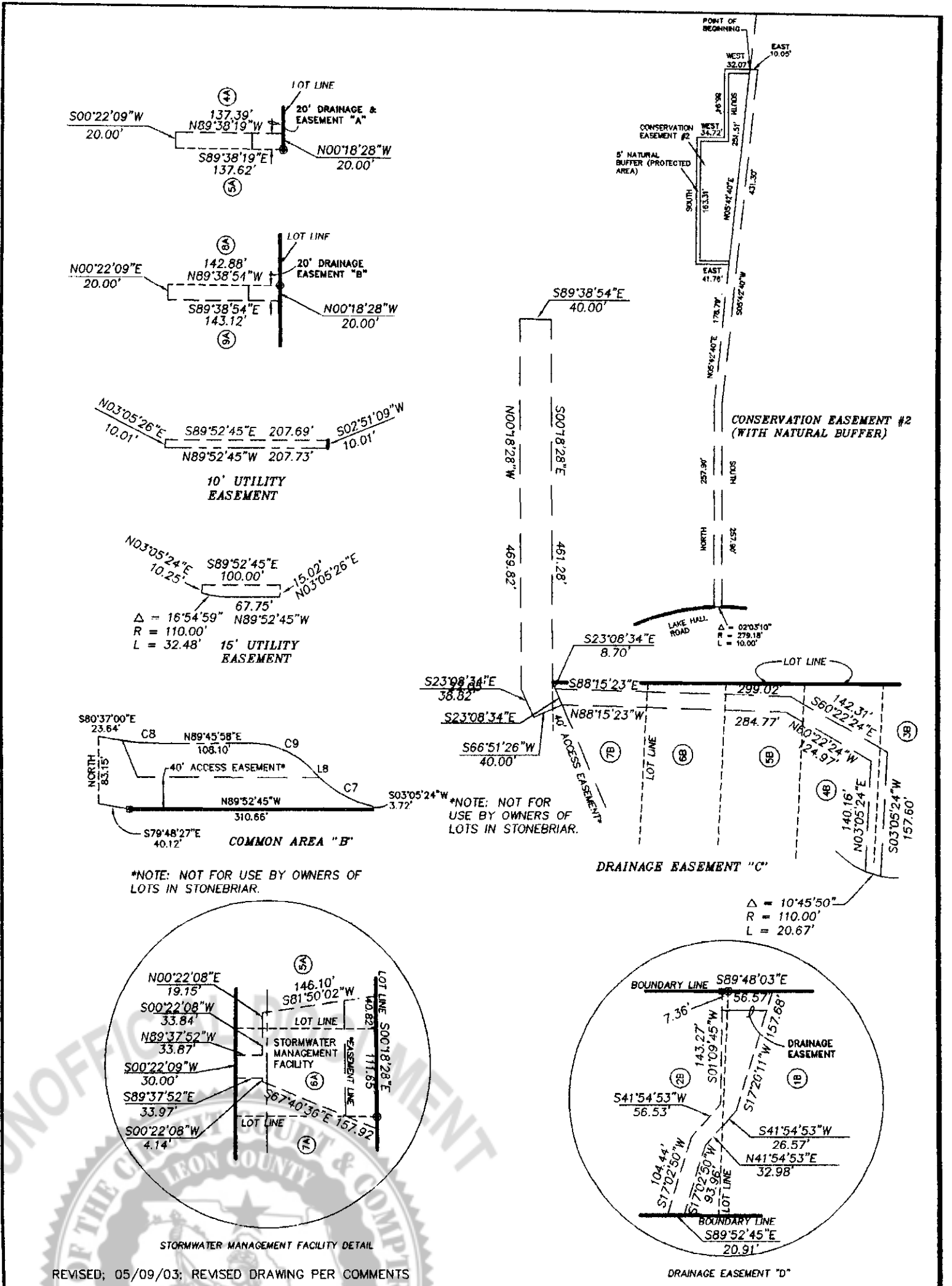
James T. Roddenberry
 JAMES T. RODDENBERRY
 Surveyor and Mapper
 Florida Certificate No: 4261

1" = 100'

THURMAN RODDENBERRY & ASSOCIATES, INC.
 Professional Surveyors & Mappers
 LB. NO. 7160
 P.O. Box 100 • 125 Sheldon Street • Sopchoppy, FL 32358-0100 • (850) 962-2538

DATE: 02/07/03	DRAWN BY: MD	N.B. XX Pg XX	COUNTY: LEON
FILE: 99281RP2.DWG	DATE OF LAST FIELD WORK:	JOB NUMBER: 99-281	

Exhibit "A"



*NOTE: NOT FOR USE BY OWNERS OF LOTS IN STONEBRIAR.

*NOTE: NOT FOR USE BY OWNERS OF LOTS IN STONEBRIAR.

REVISED; 05/09/03; REVISED DRAWING PER COMMENTS

I hereby certify that this is a true and correct representation of the sketch shown hereon and that this sketch meets the minimum technical standards for land surveying (Chapter 61G17-6, Florida Administrative Code).

The undersigned surveyor has not been provided a current title opinion or abstract of matters affecting title or boundary to the subject property. It is possible there are deeds of records, unrecorded deeds, easements or other instruments which could affect the boundaries.

JAMES T. RODDENBERRY
 Surveyor and Mapper
 Florida Certificate No: 4261

DETAILS NOT TO SCALE SHEET 5 OF 5

THURMAN RODDENBERRY & ASSOCIATES, INC.
 Professional Surveyors & Mappers
 LB. NO. 7160
 P.O. Box 100 • 125 Sheldon Street • Sopchoppy, FL 32358-0100 • (850) 982-2538

DATE: 02/07/03	DRAWN BY: MD	N.B. XX Pg XX	COUNTY: LEON
FILE: 99281RP2.DWG	DATE OF LAST FIELD WORK:	JOB NUMBER: 99-281	

Exhibit "A"

10 foot wide access easement being more particularly described as follows:

Commence at the Northwest corner of the East half of the Northwest quarter of Section 33, Township 2 North, Range 1 East, Leon County, Florida as per legal description as recorded in Official Records Book 1032, Page 1342 of the Public Records of Leon County, Florida and run North 89 degrees 57 minutes 20 seconds East 356.31 feet to an iron pipe, thence run South 89 degrees 54 minutes 23 seconds East 172.21 feet to a concrete monument, thence run South 00 degrees 18 minutes 28 seconds East 1385.12 feet to a concrete monument (marked #3328), thence run South 89 degrees 48 minutes 03 seconds East 727.77 feet to a concrete monument, thence run South 02 degrees 51 minutes 09 seconds West 285.61 feet to a concrete monument, thence run North 89 degrees 52 minutes 45 seconds West 618.55 feet to a concrete monument, thence run South 05 seconds 42 minutes 40 seconds West 73.11 feet to a re-rod (marked #7160) marking the POINT OF BEGINNING. From said POINT OF BEGINNING run East 10.05 feet, thence run South 05 degrees 42 minutes 40 seconds West 431.30 feet, thence run South 257.90 feet to a point lying on the Northerly right-of-way boundary of Lake Hall Road, said point also lying on a curve concave to the Southerly, thence run Westerly along said right-of-way boundary and curve having a radius of 279.18 feet, through a central angle of 02 degrees 03 minutes 10 seconds, for an arc distance of 10.00 feet, chord being South 88 degrees 58 minutes 10 seconds West 10.00 feet, thence leaving said right-of-way boundary run North 257.90 feet, thence run North 05 degrees 42 minutes 40 seconds East 435.33 feet to the POINT OF BEGINNING.

Exhibit "B"



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01 JUN 20 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S.,(Not for Profit)

ARTICLE I

NAME

The name of the corporation is STONEBRIAR HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the corporation shall be located at 679 Blackshear Drive, Thomasville, GA. 31792 but meetings of members and directors may be held at such places within the State of Florida, County of Leon, as may be designated by the board of directors.

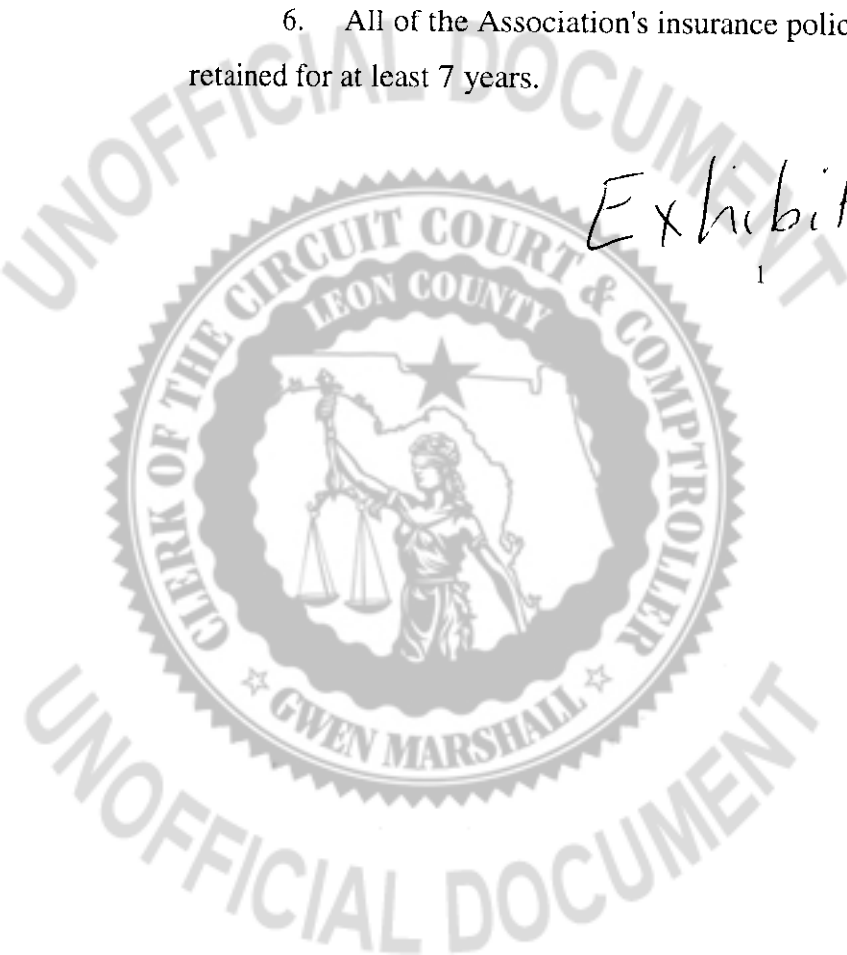
ARTICLE III

PURPOSE

The purpose of the Association is to maintain each of the following items, which constitute the "official records" of the Association:

1. Copies of any plans, specifications, permits, and warranties related to improvements on Easements constructed or the Common Areas or other property that the Association is obligated to maintain, repair, or replace.
2. A copy of the Declaration, Articles and By-laws and of each amendment thereto.
3. A copy of the current Rules and Regulations of the Association.
4. The minutes of all meetings of the board and of the members, which minutes must be retained for at least 7 years.
5. A current roster of all members and their mailing addresses and parcel identifications.
6. All of the Association's insurance policies or a copy thereof, which policies must be retained for at least 7 years.

Exhibit "C"



7. A current copy of all contracts to which the Association is a party, including without limitation, any management agreement or other contract under which the Association has any obligation or responsibility. Bids received by the Association for work to be performed must also be considered official records and must be kept for a period of 1 year.

8. The financial and accounting records of the Association, kept according to good accounting practices. All financial and accounting records must be maintained for a period of at least 7 years. The financial and accounting records must include:

- a. Accurate, itemized, and detailed records of all receipts and expenditures.
- b. A current account and a periodic statement of the account for each member, designating the name and current address of each member who is obligated to pay assessments, the due date and amount of each assessment or other charge against the member, the date and amount of each payment on the account, and the balance due.
- c. All tax returns, financial statements, and financial reports of the association.
- d. Any other records that identify, measure, record, or communicate financial information.

The official records shall be maintained and be available for inspection and copying by members or their authorized agent at reasonable times and places within 10 business days after receipt of a written request for access.

The Association may impose fees to cover the costs of providing copies of the official records, including, without limitation, the costs of copying. The Association shall maintain an adequate number of copies of the recorded government documents (the Declaration, Articles and By-laws), to ensure their availability to members and prospective members, and may charge only its actual costs for reproducing and furnishing these documents to those persons who are entitled to receive them.

Section 1. *Assessments.* As more fully provided in the Declaration, each member is obligated to pay to the Association annual and special assessments which are secured by a

² Exhibit "C"



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continuing lien upon the Lot against which the assessment is made. Any assessments which are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the date of delinquency at the highest allowable rate by Florida law, and the Association may, bring an action at law against the Lot Owner personally obligated to pay the same or foreclose the lien against the property, and interest, costs and reasonable attorney's fee of any such action shall be added to the amount of such assessment. No Lot Owner may waiver or otherwise escape liability for the assessments provided for herein by non-use of the Common Area or abandonment of his Lot.

Section 2. *Commingling.* All Association funds held by Grantor/Declarant shall be maintained separately in the Association's name. Reserves and operating funds of the Association shall not be commingled prior to turnover except the Association may jointly invest reserve funds, if any; however, such jointly invested funds must be accounted for separately.

Section 3. *Financial Reporting.* The Association shall prepare an annual financial report within 60 days after the close of the fiscal year. The Association shall, within 10 business days, provide each member with a copy of the annual financial report or a written notice that a copy of the financial report is available upon request at no charge to the member. The financial report must consist of either:

- a. Financial statements presented in conformity with generally accepted accounting principles; or
- b. A financial report of actual receipts and expenditures, cash basis, which report must show:
 - i. The amount of receipts and expenditures by classification; and
 - ii. The beginning and ending cash balances of the Association.

Exhibit "C"



ARTICLE IV

MANNER OF ELECTION

Section 1. *Number.* The affairs of this Association shall be managed by a board of no less than three (3) and no more than five (5) directors, who shall be members of the Association, except those appointed by the Grantor/Declarant Ebe Walter. Directors appointed by the Grantor need not be members of the Association.

Section 2. *Term of Office.* At the first annual meeting, the members shall elect two directors for a term of one year, two directors for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect either one or two directors for a term of three years, as the respective terms expire.

Section 3. *Removal.* Any director may be removed from the Board, with or without cause, by a majority vote or agreement in writing by a majority of all votes of the membership of the Association, except those appointed by the Grantor. In the event of death, resignation or removal of a director, his or her successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor. The notice of a meeting of the members to recall a member or members of the board shall state the specific director(s) sought to be removed.

A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.

If removal is effected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

Section 4. *Compensation.* No director shall receive compensation for any service he or she may render to the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of their duties.

Section 5. *Action Taken Without a Meeting.* The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the

4 Exhibit "C"



UNOFFICIAL DOCUMENT

written approval of all the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. This action must be evidenced by one or more written consents describing the action taken and signed by each director. Action taken without a meeting is effective when the last director signs the consent, unless the consent specifies a different effective date.

Section 6. *Notice of Meetings.* Notices of all board meetings shall be posted in a conspicuous place in the Community at least 48 hours in advance of a meeting, except in an emergency. In the alternative, if notice is not posted in a conspicuous place in the Community, notice of each board meeting must be mailed or delivered to each member of the Association at least 7 days before the meeting, except in an emergency. An assessment may not be levied at a board meeting unless the notice of the meeting includes a statement that assessments will be considered and the nature of the assessments.

Section 7. *Waiver of Notice.* Notice of a meeting of the board need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of affairs because the meeting is not lawfully called or convened.

Section 1. *Nomination.* Once fifty percent (50%) of the Lots have been sold, nomination for election of the member appointments to the board shall be made by a Nominating Committee. Nomination may also be made from the floor at the annual meeting. The Nominating Committee shall consist of a Chairman, who shall be a member of the board, and two or more members of the Association. The Nomination Committee shall be appointed by the board prior to each annual meeting of the members, to serve from the close of such annual meeting until the close of the next annual meeting and such appointment shall be announced at each annual meeting. The Nominating Committee shall make as many nominations for election to the board as it shall in its discretion determine, but not less than the number of vacancies that are to be filled.

5 Exhibit "C"



UNOFFICIAL DOCUMENT

Section 2. *Election.* Election of directors to the board shall be by secret written ballot. At such election the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI

INITIAL REGISTERED AGENT

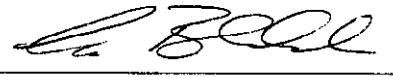
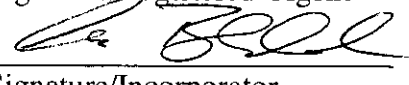
Chris Buchholz, 4530 Whisper Hollow Lane, Tallahassee, Florida 32303

ARTICLE VII

INCORPORATOR

Chris Buchholz, 4530 Whisper Hollow Lane, Tallahassee, Florida 32303

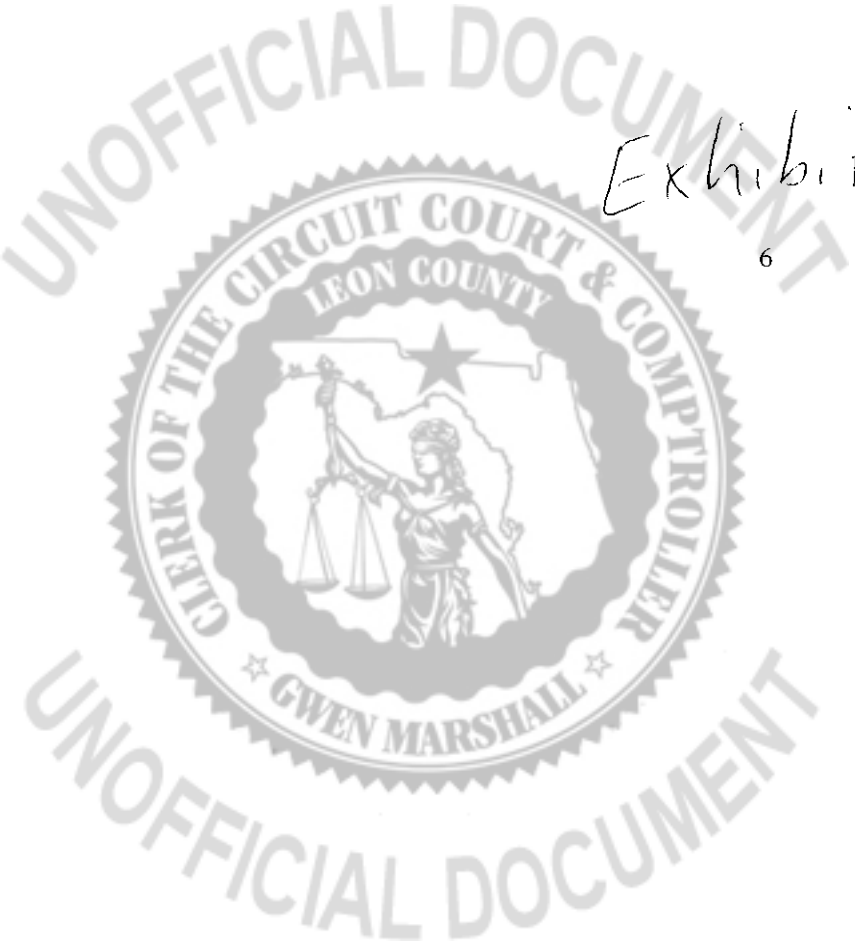
.....
Having been named as registered agent to accept service of the process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

Signature/Incorporator

7/30/01
Date
7/30/01
Date

APPROVED
AND
FILED
01 JUL 30 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Exhibit "C"
6



ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
03 AUG 22 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STONEBRIAR HOMEOWNERS ASSOCIATION, INC.

(Document Number N01000005353)

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida non profit corporation adopts the following Articles of Amendment to its Article of Incorporation.

The original Articles of Incorporation which were filed with the Secretary of State on July 30, 2001, are hereby amended as provided below.

- 1. Article III of the original Articles of Incorporation is hereby deleted and replaced with the following:

ARTICLE III

The owners of lots in Stonebriar (hereafter the "Subdivision") in Leon County, Florida, shall be members of the Stonebriar Homeowners Association, Inc. (hereafter the "Association") as provided in the Declaration of Covenants, Conditions, Restrictions and Grant of Easements, as amended from time to time (hereafter "the Declaration") pertaining to it.

The specific primary purposes for which the Association is formed are to provide for maintenance of the Common Area of the Subdivision. Generally, the Association's purpose is to promote the health, safety, and welfare of the residents within the Subdivision.

In furtherance of the specific and general purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Affix, levy and collect and enforce payment by any lawful means of, all charges and assessments pursuant to, the terms of the Declaration; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association;

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

(d) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes; or annex additional residential property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument as specified in the Declaration;

(e) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any member.

2. Article IV of the original Articles of Incorporation is deleted and replaced with the following:

ARTICLE IV

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is within the Subdivision, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot.

3. The following Article V is added to the Articles of Incorporation:

ARTICLE V

The period of duration of the Association shall be perpetual.

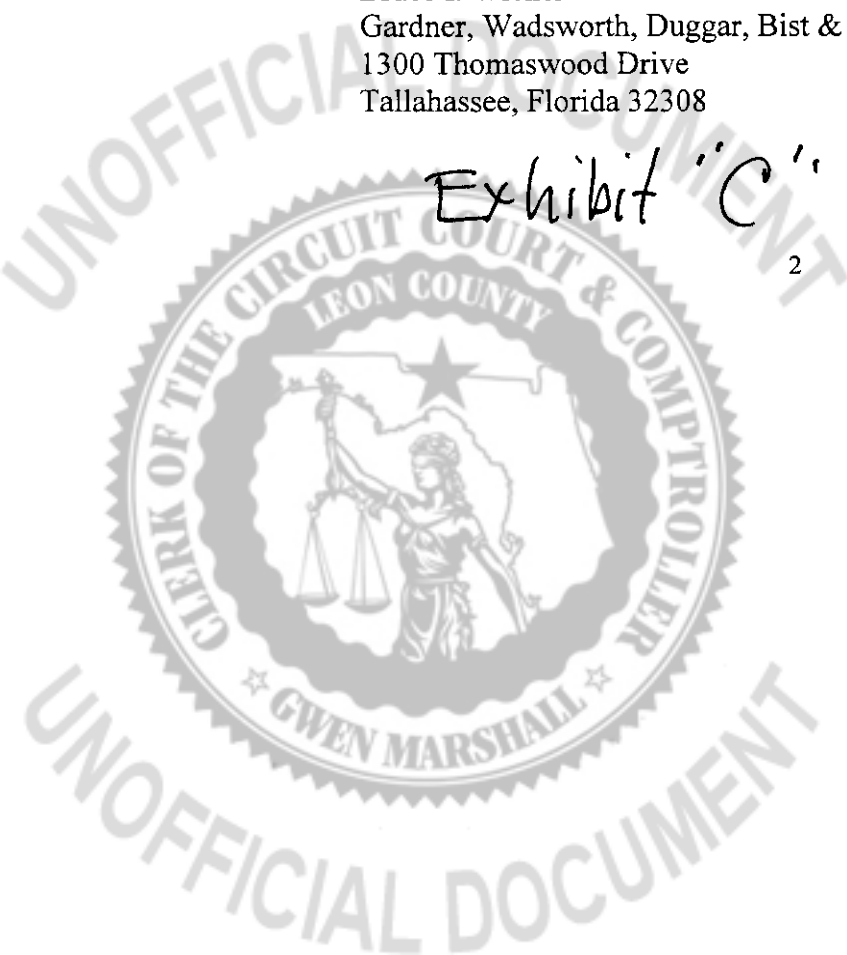
4. Article VI of the original Articles of Incorporation is deleted and replaced with the following:

ARTICLE VI

The name and address of the Registered Agent are:

Bruce I. Wiener
Gardner, Wadsworth, Duggar, Bist & Wiener, P.A.
1300 Thomaswood Drive
Tallahassee, Florida 32308

Exhibit "C"



- 5. The following Article is added as Article VII to the Articles of Incorporation:

ARTICLE VII

The affairs of the Association shall be managed by a Board of Directors, a President and Vice President [both of whom shall at all times be members of the Board of Directors], and a Secretary and Treasurer. The officers shall be elected at the first meeting of the Board of Directors following each annual meeting of members.

The names of the officers who are to serve until the first election are:

<u>President:</u>	Ebe Walter
<u>Vice-President:</u>	William Ladson
<u>Secretary:</u>	Henrietta Walter
<u>Treasurer:</u>	William Ladson

- 6. The following Article is added as Article VIII to the Articles of Incorporation:

ARTICLE VIII

The number of persons constituting the Board of Directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as Directors until the first election are:

- Ebe Walter, 679 Blackshear Road, Thomasville, Georgia 31792
- William Ladson, 679 Blackshear Road, Thomasville, Georgia 31792
- Henrietta Walter, 679 Blackshear Road, Thomasville, Georgia 31792

The Board of Directors shall have the number of Directors specified in the By-Laws, and shall always have at least three (3).

- 7. The following Article is added as Article IX to the Articles of Incorporation:

ARTICLE IX

Subject to the rights of the Declarant expressed in the Declaration, the Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of the members existing at the time of, and present at, such meeting except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

- 8. The following Article is added as Article X to the Articles of Incorporation:

ARTICLE X

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Subject to the rights of the Declarant expressed in the Declaration, amendments to these Articles of Incorporation may be proposed by any member of the Association and these Articles may be amended at any annual meeting of the Association or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds of the members existing at the time of, and present at, such meeting. Additionally, as long as there is a Class B membership and there are outstanding any mortgages insured or guaranteed by the Federal Housing Administration or the Veterans Administration, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, and dissolution and amendment of these Articles.

9. The following Article is added as Article XI to the Articles of Incorporation:

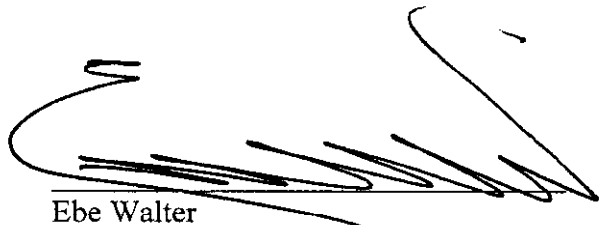
ARTICLE XI

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes.

10. Article VII of the original Articles of Incorporation is hereby changed to Article XII of the Articles of Organization.

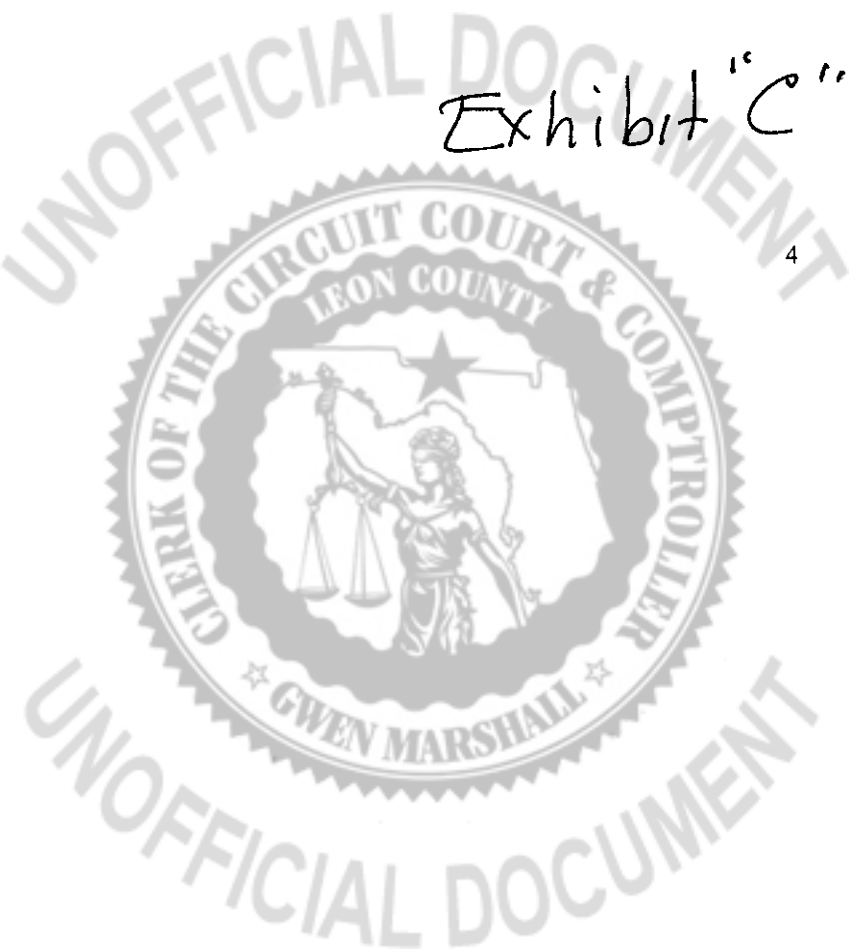
The date of adoption of the foregoing amendments was August 22, 2003.

The amendments were adopted by the members and the number of votes cast for the amendment was sufficient for approval.



Ebe Walter
President
Date: August 22, 2003

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED
03 AUG 22 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the corporation is:

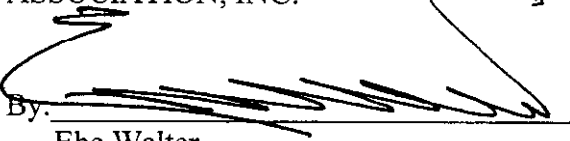
STONEBRIAR HOMEOWNERS ASSOCIATION, INC.

2. The name and address of the Registered Agent and principal office are:

Bruce I. Wiener
Gardner, Wadsworth, Duggar, Bist & Wiener, P.A.
1300 Thomaswood Drive
Tallahassee, Florida 32308

DATED this 22nd day of August, 2003.

STONEBRIAR HOMEOWNERS ASSOCIATION, INC.



By: Ebe Walter
Its: President

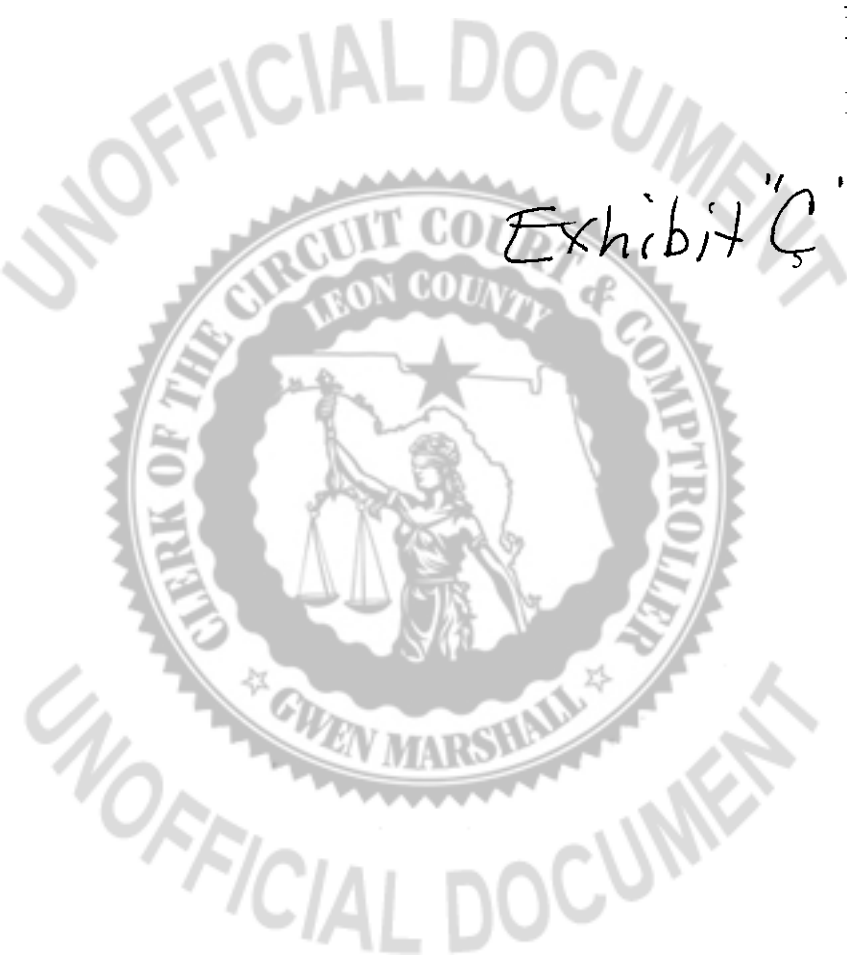
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Bruce I. Wiener

Dated: August 22, 2003

Exhibit "C"



BYLAWS

OF

STONEBRIAR HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members of this corporation shall be held at the time and place designated by the directors of the corporation. The annual meeting of the members for any year shall be held no later than thirteen (13) months after the last preceding annual meeting of members.

Section 2. Notice. Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary or the officer or persons calling the meeting to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address with postage thereon prepaid.

Section 3. Member Quorum and Voting. Unless otherwise provided in the Declaration of Covenants, Conditions, Restrictions and Grant of Easements of Stonebriar, as amended from time to time (hereafter "the Declaration") a majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members.

If a quorum is present, the affirmative vote of the majority of the members represented at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law or these bylaws.

After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number of members entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 4. Voting of Members. Each member shall be entitled to vote on each matter submitted to a vote at a meeting of members as specified in the Declaration.

A member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact.

Section 5. Action by Members Without a Meeting. Any action required by law, these bylaws or the articles of incorporation of this corporation to be taken at any annual or special meeting of members of the corporation, or any action which may be taken at any annual

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or special meeting of such members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted.

ARTICLE II. BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these bylaws, and Florida law concerning corporate action that must be authorized or approved by the members of the corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the business and affairs of the corporation shall be controlled by the Board.

Section 2. Number, Tenure, Qualifications and Election. The Board of Directors shall consist of no less than three (3) nor more than six (6) members. The members of the Board of Directors shall not be required to be members of the corporation. The number of directors may be increased or decreased from time to time by amendment to these bylaws and the Articles of Incorporation. Directors of the corporation shall be elected at the annual meeting of members, and shall serve until the next succeeding annual meeting and until their successors have been elected and qualified.

Section 3. Meetings.

(a) The Board of Directors shall hold an organizational meeting immediately following each annual meeting of members. Additionally, regular meetings of the Board of Directors shall be held at such times as shall be fixed from time to time by resolution of the Board.

(b) Special meetings of the Board may be called at any time by the President, or if the President is absent or is unable or refuses to act, by the Vice-President, or by any two (2) members of the Board.

(c) Notice need not be given of regular meetings of the Board, nor need notice be given of adjourned meetings. Notice of special meetings shall be in writing delivered in person or by mail or telegram or cablegram at least five (5) days prior to the date of the meeting. Neither the business to be transacted at nor the purpose of any such meeting need be specified in the notice. Attendance of a Director at a meeting shall constitute a waiver of notice and a waiver of all objection to the place, time and manner of calling the same, except where the Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

(d) Members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by which all persons participating

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can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Section 4. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business, and the acts of a majority of Directors present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors. If, at any meeting of the Board of Directors, less than a quorum is present, a majority of those present may adjourn the meeting, from time to time, until a quorum is present. In the event vacancies exist on the Board of Directors, other than vacancies created by the removal of a director or directors by the members, the remaining Directors, although less than a quorum, may elect a successor or successors for the unexpired term or terms by majority vote.

Section 5. Vacancies.

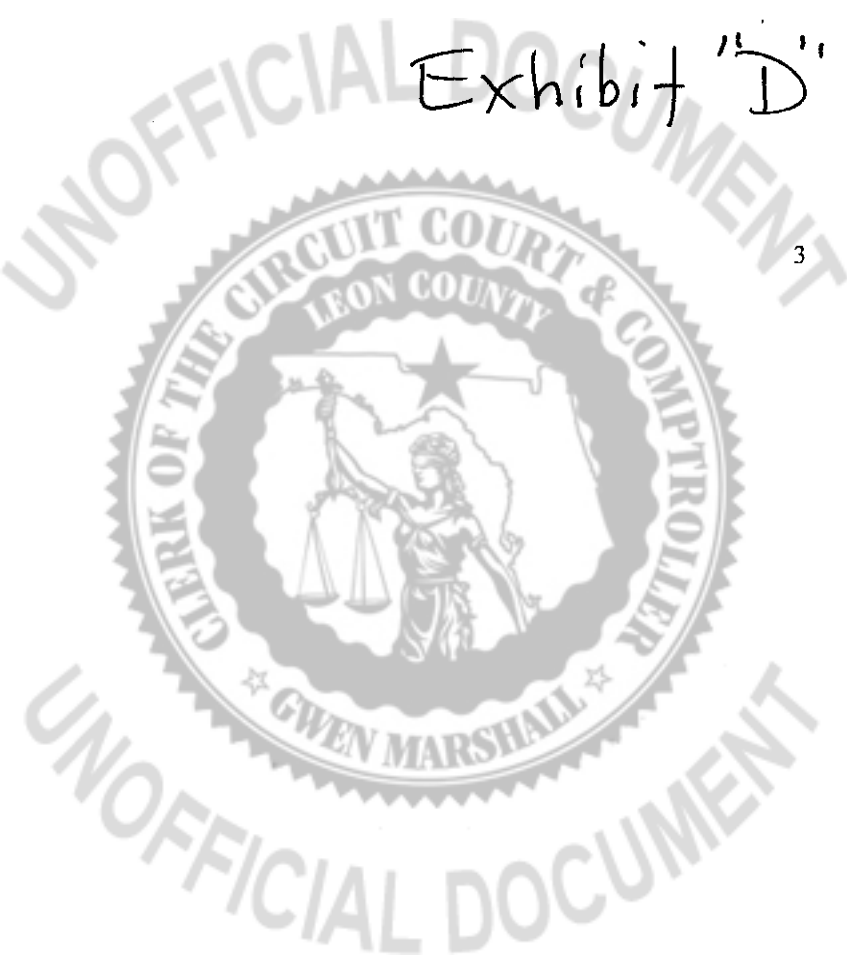
(a) A vacancy in the Board of Directors shall exist on the happening of any of the following events:

- (1) A director dies, resigns or is removed from office;
- (2) The authorized number of Directors is increased without the simultaneous election of a Director or Directors to fill the newly authorized position;
- (3) The members at any annual, regular, or special meeting at which Directors are to be elected, elect less than the number of Directors authorized to be elected at that meeting;
- (4) The Board of Directors declares vacant the office of a Director who has been adjudicated of unsound mind or has been finally convicted of a felony or who, within thirty (30) days after notice of his election to the Board, neither accepts the office in writing nor attends a meeting of the Board of Directors.

A reduction in the authorized number of Directors does not remove any Director from office prior to the expiration of his term of office.

(b) A vacancy in the Board of Directors, except a vacancy occurring by the removal of a Director, may be filled by the vote of a majority of the remaining Directors, even though less than a quorum is present. Each Director so elected shall hold office for the unexpired term of his predecessor in office. Any Directorship that is to be filled as a result of an increase in the number of Directors must be filled by election at an annual or special meeting of members called for that purpose.

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Section 6. Removal.

(a) Subject to the provisions of the Declaration, at a regular meeting of members or at any special meeting called for such purpose, any Director or Directors may be removed from office, with or without cause, by majority vote if the Declarant in the Declaration agrees.

(b) New Directors may be elected by the members for the same unexpired terms of Directors removed from office at the same meetings at which such removals are voted. If the members fail to elect persons to fill the unexpired terms of removed Directors, such terms shall be considered vacancies to be filled by the remaining Directors as provided in Section 5 above.

ARTICLE III. OFFICERS

Section 1. Officers. The officers of this corporation shall consist of a president, a vice-president, a secretary and a treasurer, each of whom shall be appointed by the Board of Directors at its meeting following the annual meeting of members of this corporation, and shall serve until their successors are chosen and qualify. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. Any two (2) or more offices may be held by the same person. The failure to elect a president, a vice-president, a secretary or a treasurer shall not affect the existence of this corporation.

Section 2. Duties. The officers of this corporation shall have the following duties:

The President shall be the chief executive officer of the corporation, shall have general and active management of the business and affairs of the corporation subject to the directions of the Board of Directors and shall preside at all meetings of the Board of Directors.

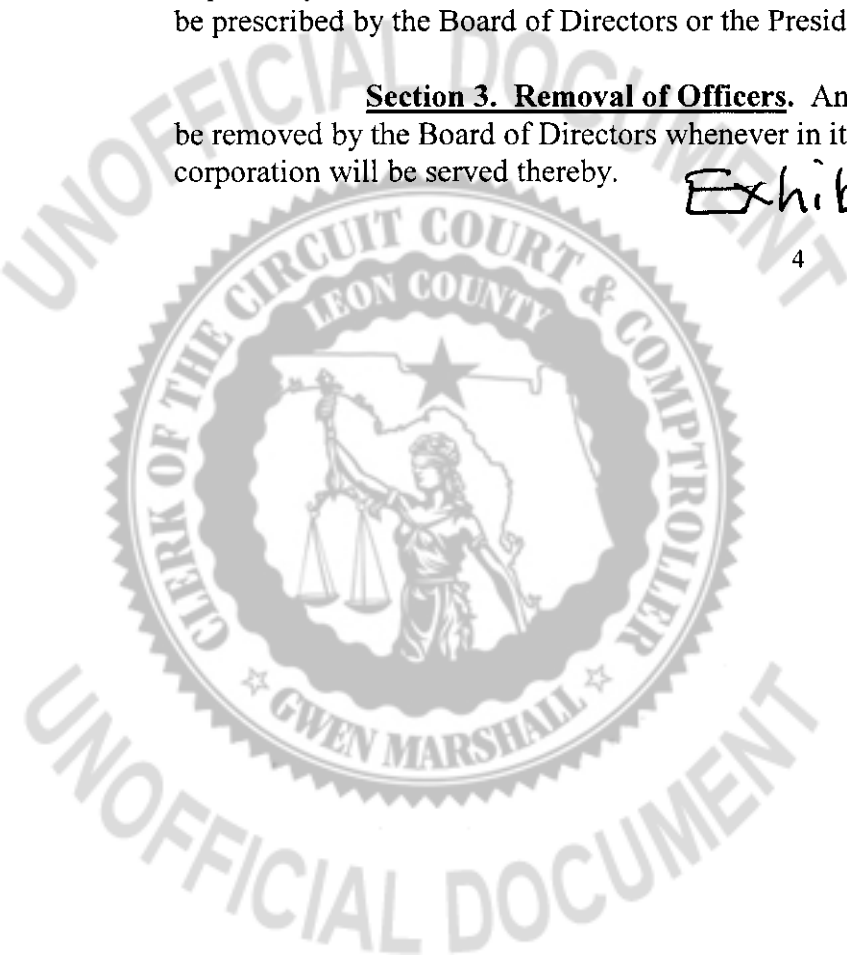
The Vice-President shall have the same powers of the President when the President is unable to be present or serve and such other powers as the President and Board of Directors shall proscribe from time to time.

The Secretary shall have custody of, and maintain, all of the corporate records except the financial records; shall record the minutes of all meetings of the members, send all notices of the meetings out, and perform such other duties as may be prescribed by the Board of Directors or the President.

The Treasurer shall have custody of, and maintain, all of the corporate funds and financial records, shall keep full and accurate accounts of receipts of members and whenever else required by the Board of Directors or the President, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

Section 3. Removal of Officers. Any officer or agent elected or appointed may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby.

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Any vacancy, however occurring, in any office may be filled by the Board of Directors.

Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer or agent shall not of itself create contract rights.

ARTICLE IV. CORPORATE SEAL

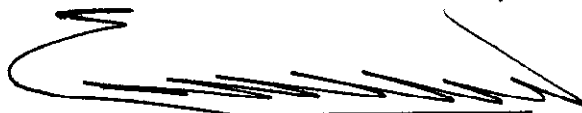
The corporate seal shall be circular in form and shall have inscribed thereon the following:

STONEBRIAR HOMEOWNERS ASSOCIATION, INC.


ARTICLE V. AMENDMENT

These bylaws may be repealed or amended, and new bylaws may be adopted by the Board of Directors. However, as long as there is a Class B membership and there are outstanding any mortgages insured or guaranteed by the Federal Housing Administration or the Veterans Administration, the Federal Housing Administration or the Veterans Administration must approve all amendments to these by-laws.


Adopted by the Board of Directors on this 22nd day of August, 2003.



 EBE WALTER



 HENRIETTA WALTER



 WILLIAM LADSON

Exhibit "D"

