

ARTICLES OF INCORPORATION  
OF  
RIVERWOOD COMMUNITY ASSOCIATION, INC.  
(A Not-For-Profit Corporation)

1892 JUL 13 PM 28  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes (1991):

ARTICLE I

NAME

The name of the corporation shall be Riverwood Community Association, Inc. (hereinafter referred to as the "Association"). Its principal office shall be at 12800 University Drive, Suite 350, Ft. Myers, Florida 33907 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

NOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit corporation.

ARTICLE III

DURATION

The period of duration of the Association is perpetual.

ARTICLE IV

PURPOSE

The purpose for which the Association is organized is to further the interests of the Members, including without limitation maintenance of property owned by, dedicated to or agreed to be maintained by the Association, and the protection of Private Property; to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Riverwood (the "Declaration") to be recorded in the public records of Charlotte County, Florida, including the establishment and enforcement of payment of Assessments and fines contained therein, and to engage in such other lawful activities as

may be to the mutual benefit of the Owners and their Private Property. All terms used herein which are defined in the Declaration shall have the same meaning herein as therein.

## ARTICLE V

### POWERS

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

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration.

Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to fix, levy and collect Assessments against Private Property, as provided for in the Declaration.

B. The power to expend monies collected for the purpose of paying the expenses of the Association.

C. The power to manage, control, operate, maintain, repair and improve the Areas of Common Responsibility.

D. The power to purchase supplies, material and lease equipment required for the maintenance, repair, replacement, operation and management of the Areas of Common Responsibility.

E. The power to insure and keep insured the Common Areas as provided in the Declaration.

F. The power to employ the personnel required for the operation and management of the Association and the Common Areas.

G. The power to pay utility bills for utilities serving the Areas of Common Responsibility.

H. The power to pay all taxes and assessments which are liens against the Common Areas.

I. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements.

J. The power to control and regulate the use of the Properties.

K. The power to make reasonable rules and regulations and to amend the same from time to time.

L. The power to enforce by any legal means the provisions of these Articles, the By-Laws, the Declaration and the rules and regulations promulgated by the Association from time to time.

M. The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

N. The power to enter into a long term contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the Areas of Common Responsibility. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee.

O. The power to contract for the management of the Association and to delegate to the manager, all of the powers and duties of the Association, except those matters which must be specifically approved by Voting Members or the Board of Directors, as provided by the Declaration, Supplemental Declaration, these Articles of Incorporation, the By-Laws or applicable law.

P. The power to appoint committees as the Board of Directors may deem appropriate.

Q. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members for violation of the provisions of the Declaration, these Articles of Incorporation, the By-Laws or the rules and regulations.

R. The power to bring suit and to litigate on behalf of the Association and the Members.

S. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

T. The power to provide any and all supplemental municipal services as may be necessary or proper.

U. The power to possess, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds

thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

#### ARTICLE VI

##### QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Association.

#### ARTICLE VII

##### VOTING RIGHTS

The Voting Members, shall have the right to vote on Association matters as provided in the Declaration and By-Laws. Members shall not have the right to vote on Association matters, other than through their Voting Member.

#### ARTICLE VIII

##### LIABILITY FOR DEBTS

Neither the Members, Voting Members nor the officers or directors of the Association shall be liable for the debts of the Association.

#### ARTICLE IX

##### BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Association is three (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Association are:

<u>Name</u>	<u>Address</u>
Stephen A. Clayton	12800 University Drive Suite 350 Ft. Myers, Florida 33907
Bryan P. Brown	12800 University Drive Suite 350 Ft. Myers, Florida 33907
Arthur H. Steidel	12800 University Drive Suite 350 Ft. Myers, Florida 33907

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the By-Laws of the Association.

Section 3. The method of election and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

#### ARTICLE X

##### BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

#### ARTICLE XI

##### CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

ARTICLE XII

SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Bryan P. Brown

The Mariner Group  
12800 University Drive  
Suite 350  
Ft. Myers, Florida 33907

ARTICLE XIII

INDEMNIFICATION

The Association shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of Members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, director or committee member of the Association may be entitled.

ARTICLE XIV

OFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time determine appropriate.

ARTICLE XV

AMENDMENT

Amendments to these Articles of Incorporation shall require the affirmative vote of Voting Members casting seventy-five percent (75%) of the total votes in the Association in favor of such amendment.

ARTICLE XVI

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Bryan P. Brown and the street address of the registered office of the Association shall be 12800 University Drive, Suite 350, Ft. Myers, Florida 33907.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of July, 1992. ✓

✓ Bryan P. Brown

Bryan P. Brown,  
Incorporator

STATE OF FLORIDA  
COUNTY OF CLAY

The foregoing Articles of Incorporation were acknowledged before me by Bryan P. Brown, the incorporator named therein. He is well known to me or has produced a driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunder set my hand and affixed my seal under the laws of the State of Florida, this 9th day of July, 1992. ✓

Florence Simmons

Notary Public Florence Simmons  
State of Florida CC# 061333  
My Commission Expires:

(SEAL)

Notary Public, State of Florida  
My Commission Expires Nov. 4, 1994  
- Bonded thru Troy Fala - Insurance Inc.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED

FIRST--THAT RIVERWOOD COMMUNITY ASSOCIATION, INC., DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT 12800 UNIVERSITY DRIVE, SUITE 350,  
FT. MYERS, FLORIDA 33907.

SECOND--BRYAN P. BROWN LOCATED AT THE MARINER GROUP, 12800  
UNIVERSITY DRIVE, SUITE 350, FORT MYERS, FLORIDA 33907 AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE *Bryan P. Brown* ✓  
BRYAN P. BROWN  
INCORPORATOR

DATE July 9, 1992 ✓

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY  
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE *Bryan P. Brown* ✓  
BRYAN P. BROWN

DATE July 9, 1992 ✓

FILED  
1992 JUL 13 PM 1:29  
CLERK OF THE STATE  
OF FLORIDA