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CORNETT, GOOGE, ROSS & EARLE, P.A.

JANE L. CORNETT
HOWARD E. GOOGE*
DEBORAH L. ROSS
DAVID B. EARLE
ELIZABETH P. BONAN

CHARLES W. SINGER
OF COUNSEL

*CERTIFIED CIRCUIT CIVIL MEDIATOR

401 EAST OSCEOLA ST.
FIRST FLOOR
RIVER OAK CENTER
STUART, FLORIDA 34994

MAILING ADDRESS:
POST OFFICE BOX 66
STUART, FLORIDA 34995

(561) 286-2990
FAX (561) 286-2996

April 10, 2002

Secretary of State
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Riverbend Condominium Association, Inc.

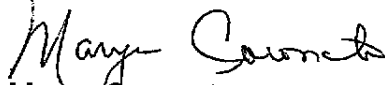
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*****35.00 *****35.00

Dear Madam:

Enclosed for filing are the Amended and Restated Articles of Incorporation for the above-captioned, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,


Marya Coronato
Assistant to
Jane L. Cornett

Enclosures (as stated)
cc: Client

FILED
02 APR 12 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rs 5/16/02
Amend. Permitted

FILED

02 APR 12 PM 2:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVERBEND CONDOMINIUM ASSOCIATION, INC.**

The purpose of these Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State, Division of Corporations on July 11, 1973, as amended on July 30, 1987.

The undersigned President and Secretary of Riverbend Condominium Association, Inc., do certify that the following are the Amended and Restated Articles of Incorporation as adopted by the membership by a vote sufficient for approval, at a meeting of the members held on the 7th day of March, 2002.

ARTICLE I

The name of this corporation is: RIVERBEND CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

The general purpose of this non-profit corporation shall be as follows: To be the "Association" (as defined in the Condominium Act of the State of Florida, Florida Statute 718 (et. seq.), for the operation of Riverbend Condominium, a condominium, in Martin County, Florida, to operate and administer Riverbend Condominium as described in the Declaration of Condominium.

ARTICLE III

All persons who are record title owners of condominium units within Riverbend shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer the owner of a condominium unit. Membership in this corporation is limited to Riverbend Condominium owners.

ARTICLE IV

The term of the corporation shall be perpetual.

ARTICLE V

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the By-laws. Directors must be members of the Association. The Directors shall be elected at the annual meeting of the membership as provided in the By-laws, pursuant to the requirements of Florida Statute 718.

Section 2. The principal officers of the corporation shall be:

President - John McBride
Vice President - Frank Zinghini
Secretary/Treasurer - John Schmidt

(the last two officers may be combined), who shall be elected from time-to-time in the manner set forth in the By-laws.

ARTICLE VI

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

John McBride
Augusta G
9190 SE Riverfront Terrace
Tequesta, FL 33469

Frank Zinghini
Wentworth H
3249 SE Riverfront Terrace
Tequesta, FL 33456

John Schmidt
Colonial J
18459 SE Wood Haven Lane
Tequesta, FL 33469

Rosemary Gomez
Oakmont F
9179 SE Riverfront Terrace
Tequesta, FL 33469

Ken Pascoe
St. Andrews G
18460 SE Wood Haven Lane
Tequesta, FL 33469

John Schulte
Lakewood F
18590 SE Wood Haven Lane
Tequesta, FL 33469

ARTICLE VII

The By-laws of the corporation have been approved by the membership and are attached to the Declaration as Exhibit "D".

ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided for the amendment of the By-laws.

ARTICLE IX

The corporation shall have all of the powers set forth in Florida Statutes 617, all of the powers set forth in the Condominium Act of the State of Florida and all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto.

ARTICLE X

There shall be no dividends paid to any of the members, nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements, as a result of performing services, such excess shall be applied against future common expenses. The corporation may pay compensation in a reasonable amount to its members or officers for services rendered, may confer benefits upon its members in conformity with its purposes and upon dissolution or final liquidation, may make distribution to its members as is permitted by the court having jurisdiction thereof and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This corporation shall issue no shares of stock of any kind or nature whatsoever.

ARTICLE XI

Every director, officer of the Association and committee member shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or in which he may become involved, by reason of his being or having been a director, officer of the Association or committee member, or any settlement thereof, whether or not he is a director, officer or committee member at the time such expenses are incurred, except in cases where the director, officer or committee member is adjudged guilty of gross negligence or willful misconduct in the performance of his duty. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or committee member may be entitled.

These Amended and Restated Articles of Incorporation for RIVERBEND CONDOMINIUM ASSOCIATION, INC. have been approved by the affirmative vote of seventy-five percent (75%) of the members present and voting, in person or by proxy, which vote was sufficient for approval, at the Annual Members' Meeting on March 7, 2002,

IN WITNESS WHEREOF, the President and Secretary have hereunto affixed their signatures this 27th day of March, 2002.

Signed, sealed and delivered
in the presence of:

Craig Adolfsen
Printed name: Craig Adolfsen

John S. McBride
John McBride, President

Keyuan S. White
Printed name: Keyuan S. White

Keyuan S. White
Printed name: Keyuan S. White

John Schmidt
John Schmidt, Secretary

Craig Adolfsen
Printed name: Craig Adolfsen

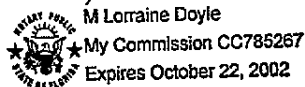
STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, the undersigned authority, personally appeared JOHN McBRIDE and JOHN SCHMIDT the President and Secretary, respectively of RIVERBEND CONDOMINIUM ASSOCIATION, INC., who after being by me duly sworn, acknowledge that they executed the foregoing Amended and Restated Articles of Incorporation for the purposes therein expressed

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of March, 2002.

M. Lorraine Doyle
Notary Public, State of Florida

(NOTARY SEAL)



M. LORRAINE DOYLE
Print, type or stamp commissioned name
of Notary Public
My commission expires: 10/22/2002