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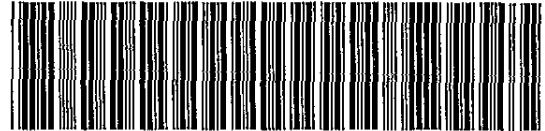
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V SHEPARD APR 14 2003

**RIVERWOOD ESTATES HOMEOWNER
ASSOCIATION, INC.
240 Riverwood Road
Naples, FL 34114-3938**

February 17, 2003

**Florida Department of State
Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314**

Re: Charter Number 749499

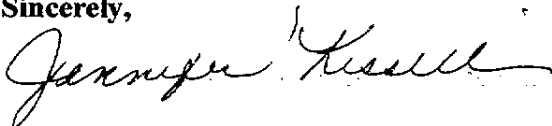
Dear Sir:

Please find enclosed the new Amended and Restated Articles of Incorporation for the Riverwood Estates Homeowners Association, Inc. to be recorded and filed to the above noted Charter. Also enclosed is a check for \$35.00 to cover the cost of filing the attached amended documents.

Trust you will find the enclosed to be in order.

Thank you for your co-operation.

Sincerely,



Jennifer Kissell, As Secretary

Encls.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 7, 2003

JENNIFER KISSELL
RIVERWOOD ESTATES HOMEOWNER ASSOC.
240 RIVERWOOD ROAD
NAPLES, FL 34113-3938

SUBJECT: RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION INC.
Ref. Number: 749499

We have received your document for RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6909.

Velma Shepard
Document Specialist

Letter Number: 303A00014564

Rec'd 4/11

240 Riverwood Road
Naples, Florida 34114
April 8, 2003

SUBJECT: Riverwood Estates Homeowners Association
Ref. Number: 749499


Attn. Ms. Velma Shepard

Please find enclosed ;

a copy of your letter received
Articles of Amendment to Articles of Incorporation
Extra copy of Articles of Incorporation changes

Please return verification that these changes have been filed with your state office.

Thank you for your co-operation,

A handwritten signature in cursive script, appearing to read "Jennifer Kissell".

Jennifer Kissell, as secretary of Riverwood Estates

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
03 APR 11 PM 3:05

A Non-Profit Florida Corporation
(Originally incorporated on October 24, 1979 as
Riverwood East Homeowners' Association, Inc.)

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of Riverwood Estates Homeowners Association, Inc., a Florida incorporation not for profit, which was originally incorporated under the name Riverwood East Homeowners' Association, Inc. on October 24, 1979 are hereby restated in their entirety.

The Amended and Restated Articles of Incorporation of Riverwood Estates Homeowners Association, Inc., shall be as follows:

I. NAME

The name of the corporation, hereinafter called the "Association" is RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION INC.

II. REGISTERED AGENT, REGISTERED OFFICE

The principal office of the Association is located at:

240 Riverwood Road
Naples, Florida, 34114-3938

The name of the registered agent for service of process and the address of the registered office is:

Michael R. Pinter, Esq.
4328 Corporate Square, Suite C
Naples, Florida 34104-4780

The registered agent is authorized to accept service of process within this State upon the Association.

III. PURPOSE

The purpose and objects for which the Association is organized are any and all purposes authorized to be performed by a corporation not for profit under Chapter 720 of the Florida Statutes. These general objects and purposes shall include the following:

1. To operate and maintain in all aspects of the surface water management drainage systems, and associated retention ponds and swales, for the exclusive use of members of the Association.
2. To operate and maintain a park and boat launch ramp for members in the Association.
3. To promote the best interests and common good of all its members and property

owners in property fully described in O.R. Book 1676, Page 497.

4. To the maximum extent empowered, to administer and enforce all applicable regulations, restrictions, covenants and agreements relating to the use and enjoyment of real property now or in the future a part of the land described in O.R. Book 1676, Page 497.

5. To levy and enforce payment of maintenance, operating and capital improvement assessments as determined necessary or desirable by the Board of Directors.

6. To otherwise exercise the powers, perform the duties and enforce the rights contained herein and in the By-Laws. As used herein, the term "corporation not for profit" means a corporation no part of the income of which is distributable to its members, directors and officers.

Without limiting the generality of the foregoing, the purposes for which the Association is organized shall include maintenance, preservation, administration, operation and management of the Riverwood Estates Homeowners Association.

IV. DEFINITIONS

As used herein, the term "Developer" shall mean Riverwood Associates, its successors or assigns, who is offering residential mobile home lots for sale in its ordinary course of business. "Owner" shall mean a person or Legal entity that holds title other than Developer, or has executed a Purchase Agreement for a residential mobile home lot in the property described in O.R. Book 1676, Page 497.

V. ASSOCIATION MEMBERSHIP

Each owner shall have appurtenant to his ownership interest a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities owning such interest, except that no person or entity holding title to a residential mobile home lot as security for the performance of an obligation shall acquire the membership appurtenant to such residential mobile home lot by virtue of such security interest.

In no event may any membership be severed from the residential mobile home lot to which it is appurtenant. Membership in the Association shall cease and terminate upon the sale, transfer or disposition of the member's ownership in his lot.

As used in these Articles of Incorporation, and By-Laws, the term "Owners" shall be used interchangeably with the term "Members" and refers to the members of the Association.

To qualify for membership in the Association, a person must be a property owner in Riverwood (as more fully described in O.R. Book 1676, Page 497).

VI. VOTING RIGHTS OF OWNERS AND DEVELOPER

Owners of each residential lot, including the Developer, as members of the Association, shall have one (1) vote for each residential lot owned by such owner, provided however, in the event that a residential mobile home lot is owned by more than one person, the persons owning said residential mobile home lot are entitled to cast a single vote in the manner provided for in the By-Laws.

VII. MEETINGS OF OWNERS

Annual meetings of Owners shall be held in January of each year.

VIII. DIRECTORS

The direction and management of the affairs of the corporation and the control of its property shall be vested in a Board of Directors of not less than three nor more than seven persons as provided in the By-Laws. Owners shall be entitled to elect the Board of Directors at a meeting, which meeting shall be deemed to be the annual meeting of said year.

At the annual meetings, the Owners shall elect the members of the Board. Directors so elected shall serve for two (2) years. All members of the Board of Directors elected by Owners shall be owners of a residential mobile home lot.

IX. OFFICERS

The Officers of the Association, who are accountable to the Board of Directors, shall be: President, Vice-President, a Secretary and a Treasurer and such other officers prescribed by the By-Laws, or as amended from time to time. Officers, other than the President, shall be elected annually by the Board of Directors.

X. BY-LAWS

By-Laws of the Association may be altered, amended, or repealed by the Owners in the following manner only:

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

B. Approval. An amendment shall be approved by the affirmative vote of a majority of the voting owners either in person, by proxy, or absentee ballot after a quorum has been attained. A quorum shall be attained when 20% of the voting interests are physically present. Owners not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

C. Proviso. No amendment shall be made that is in conflict with the Articles of Incorporation, the Membership Agreement, Resale Agreement or the Protective Covenants. Any amendment made must be in conformity with the provisions of Chapter 720 of the Florida Statutes, as may from time to time be amended.

D. Amendment. Amendments may be made by the Riverwood Estates Homeowners Association, Inc., its successors and assigns upon thirty days written notice to all property owners, except in respect to a water management facility, area or assessment provided that no amendment may interfere with the Developer's marketability, or advertising of the land held for sale by the Developer without the Developer's written consent.

XI. DURATION

The period of duration of the Association is perpetual, unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

XII. NO STOCK

Although the Association is a corporation, the association shall never have or issue stock and/or certificates of membership, nor will it ever provide for non-member voting.

XIII. SUBSCRIBERS

The names and addresses of the original subscribing incorporators are Robert Stackpole, 223 Rookery Road, Naples, Florida; Ernestine Stackpole, 223 Rookery Road, Naples, Florida; and Lily Belle Leonard, 223 Rookery Road, Naples, Florida.

XIV. POWERS

The Association shall have and may exercise any and all rights, privileges and powers set forth in Chapter 720 of the Florida Statutes, together with these powers conferred by these Articles of Incorporation, as same may from time to time be amended. Without limiting the generality of the foregoing, the Association shall have the following powers:

1. To determine, levy, collect and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due, including assessment of interest on unpaid assessments at the highest rate allowed by law and collection of reasonable attorney's fees and costs from any delinquent owner.
2. To take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, including any residential mobile home lot in the Association; to borrow money and mortgage any such property to finance the acquisition thereof on the vote of seventy-five percent (75%) of the members; and to transfer, lease and convey any such property.
3. To dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of seventy-five percent (75%) of the members

XV. AMENDMENT

These Articles of Incorporation may be altered or amended at any regular or special meeting of the voting Owners, provided that: (1) notice of the meeting is given in the manner provided for in the By-Laws and that said notice contains a full statement of the proposed alterations; or amendments; (2) the proposed alteration or amendment is approved by the affirmative vote of a majority of the voting Owners, either in person, by proxy or absentee ballot after a quorum has been attained. A quorum shall be attained when twenty percent (20%) of the voting interests are physically present at the Annual Meeting (See Florida Statute 720.306(1)(a)). These Amended and Restated Articles of Incorporation may be amended by the Riverwood Estates Homeowners Association, Inc., its successors and assigns, upon thirty days written notice to all property owners except in respect to a water management facility, area or assessment, provided that no amendment may interfere with the Developer's marketability or advertising of the land for sale by the Developer without the Developer's written consent.

XVI. DISSOLVING OF ASSOCIATION

In the event of a dissolution or liquidation, the association's assets shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practical the same as those required by the association. If such offer of dedication is refused, the assets

shall be conveyed to a non-profit entity, to be devoted to purposes as nearly as practical the same as those required by the Association. Such transfer of assets shall not divest or diminish any right or interest of any member under the recorded covenants and deeds unless made in accordance with the provisions of such covenants and deeds.

XVII. AMENDMENTS HEREIN CONTAINED

Articles II, VI, X(subparagraphs C and D), and XV have been amended and therefore differ, in whole or in part, from the Articles previously filed.

Articles III, IX, X, (subparagraphs B and C), XIV, and XV have been amended and therefore differ, in whole or in part, from the Articles previously filed.

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

RIVERWOOD ESTATES HOMEOWNER'S ASSOCIATION
(present name)

749499
(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Section III purpose - Chapter 720 (617)

IX OFFICERS - Vice President (the President Elect, one or more Vice-Presidents) - deleted

X By-Laws B. Approval (rewording)

An Amendment shall be approved by the affirmative vote of a majority of the voting owners either in person, by proxy, or absentee ballot after a quorum has been attained. A quorum shall be attained when 20% of the voting interests are physically present. Owners not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. (Cont on Next Page)

SECOND: The date of adoption of the amendment(s) was: Feb. 2, 2003

THIRD: Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Jennifer Kissell
Signature of Chairman, Vice Chairman, President or other officer

Jennifer Kissell
Typed or printed name

as Secretary
Title

4-3-03
Date

Con't

Articles of Amendment

X By-LAWS C. Proviso - Chapter 720 (617)

XIV POWERS - Chapter 720 (617)

XV AMENDMENT - See FLORIDA STATUTE 720.306 (1) (a) - (617.306 (1) (a))

XVII Amendments Herein Contained

Article III, IX, X, Subparagraphs B and C, XIV and XV have been amended and therefore differ, in whole and in part, from the Articles previously filed.