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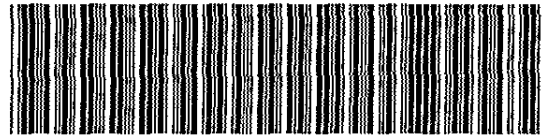
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June 16, 2003

Department of State
Division of Corporations
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Tallahassee, FL 32314

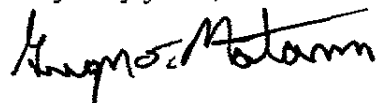
Re: Riverside Owners' Association, Inc.

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above corporation and our filing fee of \$70.00. The person to call with questions and to address the acknowledgement to is:

Gregory E. Matovina
2955 Hartley Road, Suite 108
Jacksonville, FL 32257
904-292-0778

Thank you in advance for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Gregory E. Matovina". The signature is written in a cursive style with a horizontal line above the name.

Gregory E. Matovina

**ARTICLES OF INCORPORATION
OF
RIVERSIDE OWNERS ASSOCIATION, INC.**

FILED

03 JUN 23 AM 8:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Riverside Owners Association, Inc., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 2955 Hartley Road, Suite 108, Jacksonville, Florida 32257 or at such other place as the Board of Directors may from time to time designate.

ARTICLE III

REGISTERED AGENT

Gregory E. Matovina, whose address is 2955 Hartley Road, Suite 108, Jacksonville, Florida 32257 is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members and is formed to provide for the maintenance of the Common Areas and such other purposes as are prescribed by the Declaration. All terms contained herein shall mean and refer to the terms as defined by the Declaration.

The Association shall exercise all of the powers and privileges and perform all the duties and obligations of the Association as set forth in the Declaration applicable to the Committed Property and as amended from time to time, the Declaration being incorporated herein by reference. In addition, the Association shall exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit corporation law of the State of Florida may now or hereafter have or exercise.

The Master Association shall operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with St. Johns River Water Management District permit no. 40-109-21253-13 requirements and applicable District rules and shall assist in the enforcement of the Restrictions contained herein. The Master Association shall levy and collect adequate assessments against members of the Association for the cost of the maintenance, repair and operation of the Surface Water and Stormwater Management Systems. Such assessments shall be levied for and such maintenance, repair and operation shall include but not be limited to work within retention areas, drainage structures and drainage easements.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

1. Membership. Every Owner of a Lot which is subject to the Declaration, including contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.
2. Classes of Membership. The Association shall have two classes of voting membership:
 - (a) Class A. Class A Members shall be all of those Owners as defined in Section 1 of the Declaration and General Protective Covenants for Riverside (hereinafter referred to "Declaration") with the exception of the Declarant. The Class A Members shall be entitled to one (1) membership interest and one (1) vote for each Lot in which they hold the interests required for membership by Section 1 of the Declaration.
 - (b) Class B. The Class B Members shall be Declarant, including any of its subsidiaries to which Declarant may transfer title. The Class B Member shall be entitled to ten (10) membership interests and ten (10) votes for each Lot in which it holds the interest required for membership by Section 1, and the Class B Member shall be entitled to elect a majority of the Board of Directors until such time that the last Lot owned by Declarant within Riverside has been sold and conveyed by the Declarant.

Upon the transfer of title of any Lot which is held for sale by Declarant to an Owner other than to one of Declarant's subsidiaries, the Class B membership interest appurtenant to such Lot shall be automatically converted to a Class A membership interest.

NOTWITHSTANDING ANY PROVISION TO THE CONTRARY, DECLARANT OR ITS DULY AUTHORIZED SUBSIDIARY SHALL HAVE THE RIGHT TO ELECT A MAJORITY OF THE BOARD OF DIRECTORS OF THE ASSOCIATION UNTIL SUCH TIME AS DECLARANT NO LONGER HOLDS THE TITLE TO ANY PORTION OF RIVERSIDE.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) directors who need not be members of the Association. The number of directors shall be elected or appointed and may be changed in accordance with the provisions of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors in accordance with the Bylaws are:

Name	Address
Gregory E. Matovina	2955 Hartley Road, Suite 108 Jacksonville, FL 32257
Donald K. Borstein	2955 Hartley Road, Suite 108 Jacksonville, FL 32257
Ginger May	2955 Hartley Road, Suite 108 Jacksonville, FL 32257

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of members. Upon dissolution of the Association, the procedures prescribed by Article XIII, Section 5 of the Declaration shall prevail.

In the event of termination, dissolution or final liquidation of the Master Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027 F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VIII

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall require the assent of a majority of each class of Members.

ARTICLE X

OFFICERS

The officers of the Association who shall serve until the first election of their successors are as follows:

President	Gregory E. Matovina
Vice President and Treasurer	Donald K. Borstein
Secretary	Ginger May

The officers of the Association shall be elected and shall serve for the term as prescribed by the Bylaws. The Board, by resolution, may create such officers as determined necessary for the operation of the Association.

ARTICLE XI

BYLAWS

The Board shall adopt Bylaws consistent with these Articles. Such Bylaws may be amended by the Declarant on its own motion from the date hereof until the Class B membership terminates and thereafter, the Bylaws may be amended at a regular or special meeting of the members by the vote of a majority of a quorum (as defined by the Bylaws) of members present in person or by proxy.

ARTICLE XII

SUBSCRIBERS

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

Name	Address
Gregory E. Matovina	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
Donald K. Borstein	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
Ginger May	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257

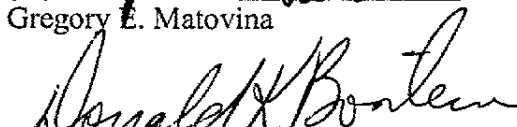
ARTICLE XIII

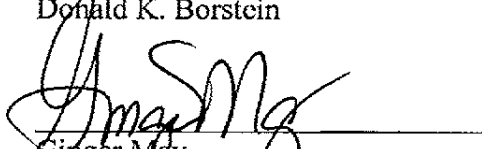
CONFLICT

In the event of any conflict between these Articles and the Bylaws, the Articles shall control and prevail and in the event of a conflict between these Articles and the Declaration, the Declaration shall control and prevail.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers of this Association, have executed these Articles this 18th day of June, 2003.

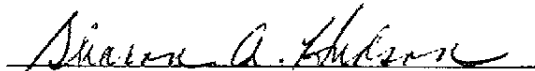

Gregory E. Matovina


Donald K. Borstein

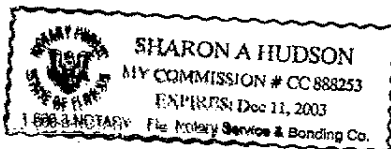

Ginger May

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 18th day of June, 2003, by Gregory E. Matovina, being personally known to me.



Notary Public

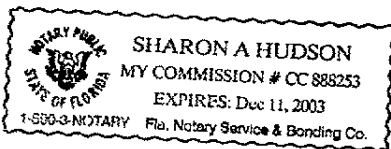
My commission expires 12/11/03



STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of June, 2003, by Donald K. Borstein, being personally known to me.


Notary Public



My commission expires 12/11/03

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of June, 2003, by Ginger May, being personally known to me.

Sharon A. Hudson
Notary Public

My commission expires 12/11/03



FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

03 JUN 23 AM 8:27

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501 or 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 Riverside Owners' Association, Inc.
2. The name and address of the registered agent is Gregory E. Matovina, 2955 Hartley Road, Suite 108, Jacksonville, FL 32257.

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.


Signature