

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

19700001361

SUBJECT: River Ridge Country Club Homeowners'
(Proposed corporate name - must include suffix) ASSOCIATION, INC.

700002411307-1
-01/26/98-01017-019
****131.25 ****131.25

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 20 PM 12: 07

FILED

FROM: William D. Paul II
Name (Printed or typed)

8201 River Ridge Blvd.
Address

New Port Richey, FL 34654
City, State & Zip

1-800-328-4700
Daytime Telephone number

[Signature]
1/20

NOTE: Please provide the original and one copy of the articles.

FILED

98 JAN 20 PM 12: 07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RIVER RIDGE COUNTY CLUB
HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned incorporator hereby adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name

The name of the corporation is **RIVER RIDGE COUNTRY CLUB HOMEOWNERS' ASSOCIATION, INC.**, hereinafter called the "Association".

ARTICLE II

Principal Office

The initial mailing address of the Association is **8201 River Ridge Boulevard, New Port Richey, FL 34654**. The principal office of the Association shall be located at the mailing address or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III

Registered Agent & Registered Office

The initial street address of the Association's principal office is **8201 River Ridge Boulevard, New Port Richey, FL 34654**. The initial registered agent for the Association shall be **Robert L. Tankel, P.A. located at 1229 Main Street, Dunedin, Florida 34698-5333**.

ARTICLE IV

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distribution of income to its members, directors or officers. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residential lots, common areas and improvements (as

defined in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS, referred to hereinafter as the "Declaration") according to the provisions of the Declaration, (the "Property") and to promote the health, safety and welfare of the residents within the above described property, and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the By-Laws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the property and recorded or to be recorded in the Public Records of Pasco County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Lot Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property;

(g) To enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and By-Laws of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association.

(i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the association.

(j) To borrow money, and with the assent of a majority of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(k) To dedicate, sell or transfer all or any part of the common areas, if any, to any public agency, authority, or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by a majority of each class of members, agreeing to such dedication, sale or transfer;

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of a majority of each class of members unless the annexation involves land the Developer has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation.

ARTICLE V

Membership

Membership requirements shall be as set forth in the Declaration.

ARTICLE VI

Voting Rights

Voting Rights shall be as set forth in the Declaration.

ARTICLE VII

Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are: Election of directors shall be stated in the by-laws.

Name

Address

M. D. Boyce

8201 River Ridge Boulevard

New Port Richey, Florida 34654

B.J. Reynolds

8201 River Ridge Boulevard

New Port Richey, Florida 34654

William D. Paul II

8201 River Ridge Boulevard

New Port Richey, Florida 34654

ARTICLE VIII

Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The names and addresses of the Officers who shall serve until their successors are elected or designated by the Board of Directors are as follows:

President M. D. Boyce
 8201 River Ridge Boulevard
 New Port Richey, Florida 34654

Vice President B.J. Reynolds
 8201 River Ridge Boulevard
 New Port Richey, Florida 34654

Treasurer William D. Paul II
 8201 River Ridge Boulevard
 New Port Richey, Florida 34654

Secretary William D. Paul II
 8201 River Ridge Boulevard
 New Port Richey, Florida 34654

ARTICLE IX

Indemnification

The Association will indemnify any person ("Indemnitee") for any and all liability arising from his official capacity or from any acts committed or failure to act by him in his official capacity as an Officer or Director of the Association, including acts which are adjudged by a Court of law to have constituted negligence or misconduct in the performance of his duty to the Association, and resulting from Judgment, fines, or amounts paid in settlement which are incurred in any action, suit or proceeding whether civil, criminal, administrative or investigative, and whether such action, suit or

proceeding is brought by or in the right of the Association, or other parties, and whether such action, suit or proceeding is commenced during or subsequent to his tenure as an Officer or Director of the Association ("Proceedings").

The Association will reimburse Indemnitees for any and all actual and reasonable expenses, including, without limitation, attorney's fees and court costs ("Expenses") as Expenses are incurred by Indemnitees in Proceedings. Notwithstanding anything to the contrary herein, the Association will not indemnify Indemnitees for any liability or expenses for actions which constitute gross negligence or willful misconduct, except where such actions are undertaken at the request of the Association. The Indemnification provided in this Article shall be in addition to and shall not limit or modify any other rights to indemnity to which Indemnitees are entitled, including, without limitation, those conferred under Florida law or by the By-Laws, Articles or any Agreement executed by the Association.

ARTICLE X

By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all the members present in person or by proxy.

ARTICLE XI

Dissolution, Merger, or Consolidation

The Association may be merged or consolidated with another association not for profit, or may be dissolved, upon written assent signed by members holding not less than a majority of the total number of votes of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XII

Term of Existence

The term of existence of the Association shall be perpetual.

ARTICLE XIII

Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. 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 to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may only be proposed by the Board of Directors. Directors and members 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. Except as elsewhere provided, such resolutions must be adopted by not less than a majority of the votes of the entire membership of each class of members of the Association existing at the time of such meeting.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

ARTICLE XIV

Incorporator

The name and address of the incorporator of these Articles of Incorporation is:

William D. Paul II

8021 River Ridge Boulevard

New Port Richey, Florida 34654

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation this 14th Day of January, 1998.

W Paul II

William D. Paul II, Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on January 14, 1998, William D. Paul II, who is personally known to me -OR- who produced n/a for identification, personally appeared before me, executed the foregoing instrument, and acknowledged before me the matters and things contained in the above and foregoing are true and correct.

NOTARY SEAL

Ann Marie Flammia

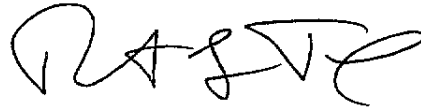
NOTARY SIGNATURE

NOTARY PUBLIC ANN MARIE FLAMMIA
COMMISSION # CC608667
EXPIRES FEB 07, 2001
BONDED THROUGH
PRINTED BY NOTARY PUBLIC ASSOCIATION, INC.

ACCEPTANCE BY RESIDENT AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signed on: 1/15/98



Resident Agent

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TALLAHASSEE, FLORIDA