

N/98000003650



ACCOUNT NO. : 072100000032

REFERENCE : 862659 6519A

AUTHORIZATION : Patricia Pujant

COST LIMIT : \$ 122.50

ORDER DATE : June 19, 1998

ORDER TIME : 11:09 AM

ORDER NO. : 862659-005

CUSTOMER NO: 6519A

CUSTOMER: Ellen T. Ali, Legal Assistant
SMITH MACKINNON GREELEY
BOWDOIN & EDWARDS, P.A.
P. O. Box 2254

100002566281--7

Orlando, FL 32802-2254

DOMESTIC FILING

NAME: ~~RIVERWALK HOMEOWNERS ASSOCIATION, INC~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

2544
W98-14183

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 19 AM 8:09

RECEIVED
98 JUN 19 11:21
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RIVERWALK HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W98000014183

We have received your document for RIVERWALK HOMEOWNERS ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00034108

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DIVISION OF CORPORATIONS
98 JUN 19 AM 8:09

RESUBMIT
Please give original
submission date as file date.

RECEIVED
98 JUN 22 PM 3:22
DIVISION OF CORPORATION

EFFECTIVE DATE

6/18/98

ARTICLES OF INCORPORATION

OF

RIVERWALK ASSOCIATION HOMEOWNERS ASSOCIATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 19 AM 8:09

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are of full 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 Riverwalk Association Homeowners Association
Inc. (hereinafter the "Association").

ARTICLE II

Commencement of Corporate Existence

This Corporation shall commence corporate existence as of the day and year that these Articles of Incorporation are signed and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Principal Office of the Association

The principal office of the Association is 71 E. Church Street, Orlando, FL 32801.

ARTICLE IV

Registered Office and Registered Agent

The street address of the initial registered office of the Association is 71 E. Church Street, Orlando, FL 32801, and the name of the initial registered agent at that address is Robert W. Holston.

ARTICLE V

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and

architectural control of the Lots and Common Area within that certain tract of property described as:

See Exhibit "A"

(hereinafter the "Property") and to promote the health, safety and welfare of the business operating within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association including establishing rules and regulations for the Association as set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements (hereinafter the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of the Clerk of Orange County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (b) 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 office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association and to enter into contracts for the rendering of services for the benefit of the Common Property and the Association;
- (c) 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 and specifically, the Common Property as defined in the Declaration, in connection with the affairs of the Association;
- (d) Borrow money and mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) To sue or be sued on behalf of the affairs of the Association;
- (f) Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;
- (g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property

and Common Area, provided that any such merger, consolidation or annexation shall have the assent of each class of members; and

- (h) Have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, the Nonprofit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI **Membership**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot or portion thereof that is subject by covenants of record to assessment by the Association, 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, or persons who are leasing a Lot within the Property. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Dwelling Unit that is subject to assessment by the Association.

ARTICLE VII **Voting Rights**

The Association shall have two classes of voting membership:

Class A: Class A members shall be every person or entity who is an Owner of a fee simple or undivided fee simple interest in any Lot that is subject by covenants of record to assessment by the Association, excluding the Developer. The Class A member shall be entitled to one (1) vote for each full tenth of an acre within the Property owned by such member.

Class B: The Class B member shall be the Declarant (as defined in the Declaration) and shall be entitled to five (5) votes for each full tenth of an acre within the Property owned. The Class B membership shall terminate and become converted to Class A membership on December 31, 2010.

ARTICLE VIII **Board of Directors**

The affairs of this Association shall be managed initially by a Board of three (3) Directors who shall serve until the organizational meeting and thereafter by a Board of three (3)

Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The Board shall have a one (1) year term, a two (2) year term and a three (3) year term. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Robert W. Holston (3-year term)	71 E. Church Street Orlando, FL 32801
Rohland A. June, II (2-year term)	71 E. Church Street Orlando, FL 32801
Jeffrey Sedloff (1-year term)	71 E. Church Street Orlando, FL 32801

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year.

ARTICLE IX
Initial Officers

The affairs of the Association shall be managed by a President, Vice President, Secretary and Treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who are to act as the officers of the corporation until the election of their successors are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Robert W. Holston	President	71 E. Church Street Orlando, FL 32801
Jeffrey Sedloff	Vice President	71 E. Church Street Orlando, FL 32801
Rohland A. June, II	Secretary/Treasurer	71 E. Church Street Orlando, FL 32801

The above-named officers shall serve until the first and organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE X
Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 other organization to be devoted to such similar purposes.


ARTICLE XI
Amendments

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XII
Bylaws

The Bylaws of this Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority vote of the Board of Directors.

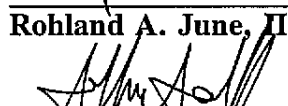
IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation on this 18th day of June, 1998.



Robert W. Holston



Rohland A. June, II

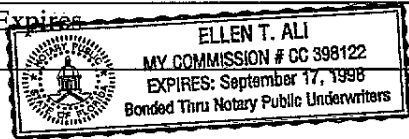


Jeffrey Sedloff

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of June, 1998, by **Robert W. Holston**, who is: personally known to me or has produced the following identification and who did not take an oath.

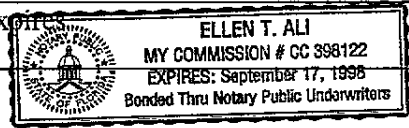
Ellen T. Ali
Notary Public
Ellen T. Ali
Printed Name
My Commission Expires
Serial Number



STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of June, 1998, by **Rohland A. June, II**, who is: personally known to me or has produced the following identification and who did not take an oath.

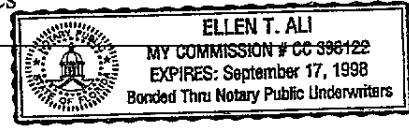
Ellen T. Ali
Notary Public
Ellen T. Ali
Printed Name
My Commission Expires
Serial Number



STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18th day of June, 1998, by **Jeffrey Sedloff**, who is: personally known to me or has produced the following identification Florida Driver's License and who did not take an oath.

Ellen T. Ali
Notary Public
Ellen T. Ali
Printed Name
My Commission Expires
Serial Number



LAND DESCRIPTION
RIVERWALK

A PORTION OF THE NORTHWEST ONE-QUARTER (NW 1/4) OF SECTION 17, TOWNSHIP 22 SOUTH, RANGE 31 EAST, ORANGE COUNTY, FLORIDA BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE NORTHWEST CORNER OF THE NORTHWEST ONE-QUARTER (NW 1/4) OF SECTION 17, TOWNSHIP 22 SOUTH, RANGE 31 EAST, THENCE SOUTH $00^{\circ}15'09''$ EAST ALONG THE WEST LINE OF THE NORTHWEST ONE-QUARTER (NW 1/4) OF SAID SECTION 17, A DISTANCE OF 15.00 FEET; THENCE NORTH $89^{\circ}29'57''$ EAST, 75.00 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE NORTH $89^{\circ}29'57''$ EAST ALONG A LINE 15 FEET SOUTH OF AND PARALLEL WITH THE NORTH LINE OF THE NORTHWEST ONE-QUARTER (NW 1/4) OF SAID SECTION 17, A DISTANCE OF 1238.08 FEET; THENCE SOUTH $00^{\circ}32'13''$ EAST ALONG THE WEST LINE OF ARBOR WOODS-UNIT 4 ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 31, PAGE 62 OF THE PUBLIC RECORDS OF ORANGE COUNTY, FLORIDA, AND THE SOUTHERLY EXTENSION THEREOF, 799.08 FEET THENCE SOUTH $85^{\circ}03'40''$ WEST, 329.76 FEET; THENCE NORTH $00^{\circ}30'01''$ WEST 1.92 FEET; THENCE SOUTH $84^{\circ}56'03''$ WEST, 160.16 FEET; THENCE SOUTH $44^{\circ}43'27''$ WEST, 309.54 FEET; THENCE SOUTH $89^{\circ}25'32''$ WEST, 514.90 FEET THENCE NORTH $02^{\circ}51'18''$ WEST, 442.62 FEET; THENCE NORTH $00^{\circ}15'09''$ WEST 611.86 FEET (THE LAST TWO COURSES DESCRIBED BEING COINCIDENT WITH THE EASTERLY RIGHT-OF-WAY OF DEAN ROAD) TO THE POINT OF BEGINNING.

SAID LANDS LYING IN ORANGE COUNTY, FLORIDA CONTAINING 26.710 ACRES, MORE OR LESS.

Exhibit "A"

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

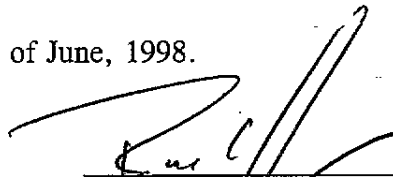
In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

RIVERWALK ASSOCIATION HOMEOWNERS ASSOCIATION, INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Robert W. Holston as its Registered Agent to accept service of process within the State of Florida with its registered office located at 71 E. Church Street, Orlando, FL 32801.

ACKNOWLEDGEMENT

Robert W. Holston, having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; I am familiar with and accept the obligations of Section 607.325, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 18th day of June, 1998.



Robert W. Holston
Registered Agent

(A:\1800-24\Articles.HOA)

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98 JUN 19 AM 8:09