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FLORIDA NON-PROFIT CORPORATION

RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 28, 1999

EMPIRE

SUBJECT: RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC.
REF: W99000009907

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist SupervisorFAX Aud. #: E99000009960
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A handwritten smiley face consisting of a circle with two dots for eyes and a curved line for a mouth. To the right of the smiley face is a handwritten signature that appears to read "Thanks".

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ARTICLES OF INCORPORATION
OF

RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC.
(a not-for-profit Florida Corporation)

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CORPORATION DIVISION
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME AND DEFINITIONS

RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC.
The name of the Corporation shall be RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC. The Corporation is hereinafter sometimes referred to as the "Association". For convenience, the terms used herein shall have the same meaning for each that is stated in that certain Declaration of Covenants, Restrictions and Conditions for the Riverwalk Community (hereinafter referred to as the "Declaration"), which Declaration has or will be recorded against the properties hereinafter described, unless the context otherwise requires or unless stated in these Articles.

ARTICLE II

PURPOSES

RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC.
The Corporation shall be known as the RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC. The Corporation is hereinafter sometimes referred to as the "Association". For convenience, the terms used herein shall have the same meaning for those stated in that certain Declaration of Covenants, Restrictions and Conditions for the Riverwalk Community (hereinafter referred to as the "Declaration"), which Declaration has or will be recorded against the properties hereinafter described, unless the context otherwise requires or unless stated in these Articles.

The corporation does not contemplate pecuniary gain or profit, direct or indirect, to its Members. No part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the By-Laws of the Association with respect to the compensation of Directors, Officers or members of the Association for the rendition of unusual or exceptional services to the Association.

The purpose for which the Association is formed is to promote the health, safety and welfare of the property Owners of and the property comprising the "Existing Property" located upon that certain parcel of real property situated in Broward County, Florida, known as the Riverwalk Community, and described on Exhibit "A" to the Declaration; and such additions thereto as may be annexed to the Existing Property pursuant to the Declaration.

ARTICLE III

POWERS

The powers of the Association shall include the following:

1. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.
2. The Association shall have all the powers and duties set forth in the Declaration and any other covenants and restrictions recorded against the Properties in addition to all of the powers and duties

This instrument prepared by: Charles H. Gelman, P.A., 25 S.E. 2nd Avenue, Miami, Florida 33131 (305) 579-9100, Fla. Bar. No. 270067

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reasonably necessary to own, operate, maintain, repair and replace the Common Areas and to provide such services as are required for the benefit of the owners of Lots contained in the Properties from time to time, including, but not limited to, the following:

- (a) To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors or as are required by the Declaration;
- (b) To purchase insurance upon the Properties and for the protection of the Association, and its Members, its officers and Directors;
- (c) To reconstruct improvements after casualty and to make additional improvements to the Common Areas and Living units;
- (d) To promulgate and amend reasonable regulations respecting the use of the Properties;
- (e) To enforce by legal means the provisions of the covenants and restrictions recorded against the Properties, these Articles, the By-Laws of the Association and the Rules and Regulations of the Association, including the right to levy fines and penalties;
- (f) To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association, except such as are specifically required by the covenants and restrictions recorded against the Properties to have approval of the Board of Directors or the Membership of the Association;
- (g) To contract for the management or operation of portions of the Properties susceptible to separate management or operation, and to lease such portions;
- (h) To employ personnel to perform the services required for the proper operation of the Properties;
- (i) To adopt and establish By-Laws for the operation of the Association;
- (j) To contract with public or private utility companies for purposes of providing utility services to the Properties;
- (k) Subject to the restrictions contained in the Declaration, to borrow money and to pledge and mortgage the assets and revenues of the Association as security for loans made to the Association or for any other indebtedness of the Association;
- (l) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association;
- (m) To invest the funds of the Association in certificates of deposit, money market funds, bank repurchase plans, or and other investments deemed reasonable by the Board of Directors;
- (n) To dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority or utility for such purposes and as in the manner provided in the Declaration; and
- (o) To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association.

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3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Properties and the By-Laws of the Association.

ARTICLE IV

MEMBERSHIP/VOTING RIGHTS

1. Regular Membership:

(a) Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot or Living unit which is or shall be subject to the Declaration shall be a Member of this Association from the date such Member acquires record title to this Living Unit or Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a Member.

(b) A change in membership in the Association shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument establishing record title to a Lot or Living Unit in the Properties.

(c) The interest of any Member in the Common Areas or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the ByLaws of the Association.

(d) The voting rights of Members are as set forth in the Declaration and the By-Laws.

2. Additional Membership Categories:

The By-Laws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the By-Laws or these Articles shall not apply to any such additional membership categories. The By-Laws shall provide for the rights and obligations of any additional membership categories.

ARTICLE V

TERM

This Corporation shall have perpetual existence.

ARTICLE VI

INCORPORATOR

The name and address of the incorporator of this Association is: Humberto Del Valle, 1216 N.W. 72nd Avenue, Miami, Florida 33126

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors.

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The By-Laws may provide for the removal of Officers, for the filling of vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- President - Humberto Del Valle, 1216 N.W. 72nd Ave, Miami, Florida 33126.
- Vice President - Leonardo Velazquez, 1216 N.W. 72 Ave., Miami, Florida 33126.
- Secretary and Treasurer - Humberto Del Valle, 1216 N.W. 72nd Ave, Miami, Florida 33126

ARTICLE VIII

BOARD OF DIRECTORS

1. Number and Qualifications: The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three(3). The number of Directors may be increased or decreased from time to time in accordance with the ByLaws of the Association, but in no event shall there be less than three(3) Directors. Directors appointed by the Developer need not be Members of the Association nor residents of Living Units.

2. Duties and Powers: All of the duties and powers of the Association existing under the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by the Owners only when such approval is specifically required.

3. Election; Removal: Directors of the Association shall be elected at the Annual Meeting of the Members in the manner by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

4. Term of Initial Directors: The Developer shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the By-Laws.

5. Initial Directors: The names and addresses of the first Board of Directors who shall hold office until their successors are elected or appointed and have taken office, as provided in the By-Laws are as follows:

Humberto Del Valle, 1216 N.W. 72nd Ave, Miami, Florida 33126

Leo Velazquez, 1216 N.W. 72nd Ave, Miami, Florida 33126

Manuel Munoz 1216 N.W. 72nd Ave, Miami, Florida 33126

ARTICLE IX
BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the Members of the Association as provided in the By-Laws.

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ARTICLE X

AMENDMENT TO THE ARTICLES OF INCORPORATION

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

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the Members or the Board of Directors at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by Members owning twenty percent (20%) or more of the Lots or Living Units. Unless otherwise prohibited by law, Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. Except as provided in paragraph (f) of this Article X, a resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than a majority of the votes of the Members of the Association entitled to vote thereon. Any resolution adopting a proposed amendment to Article VIII of these Articles of Incorporation must bear the approval of not less than three-quarters (3/4) of the Board of Directors and not less than seventy percent (70%) of the votes of the Membership entitled to vote thereon.

(c) In the alternative, an amendment may be made by an agreement signed and acknowledged by all the members of the Board of Directors and all record owners of Living Units.

(d) No amendment shall make any changes in the qualifications for Membership nor the voting rights of Members, without approval in writing by all Members and the written consent of all Institutional Mortgagees. No amendment that is in conflict with the Declaration shall be made, or, if made, shall be of any force or effect.

(e) A copy of each amendment shall be certified by the Secretary of State, State of Florida, and recorded in the Public Records of Broward County, Florida.

(f) Paragraph (b) of this Article X notwithstanding, until such time as Unit Owners, other than the Developer, lawfully elect a majority of the Directors, and unless otherwise prohibited by law or the Declaration, amendments to these Articles of Incorporation may be adopted at any meeting of the Board of Directors by a majority vote of the Board of Directors; provided, however, to the extent permitted by law, so long as the Developer holds title to any part of The Properties, no amendment to these Articles may be made without the written consent of the Developer.

ARTICLE XI

ADDITIONS TO PROPERTIES

Additions to the Properties may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and membership of the Association to such properties. Where the Declaration or applicable covenants and restrictions require that certain additions be approved by the Association, such approval must have the assent of two-thirds of the votes of all classes of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance of the meeting and shall set forth the purpose of the meeting.

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ARTICLE XII

MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties, and to the extent permitted by law, the corporation may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of all classes of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

ARTICLE XIII

INDEMNIFICATION

1. Indemnity: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by indemnitee.
2. Expenses: To the extent that a Director, Officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.
3. Advances: Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding by or on behalf of the affected Director, Officer, employee or agent to which expenses shall be repaid by said Director, officer, employee or agent unless it shall ultimately be determined that said Director, officer, employee or agent is entitled to be indemnified by the Association as authorized in this Article XIII.
4. Miscellaneous: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.
5. Insurance: The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was Director, Officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

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ARTICLE XIV

INITIAL REGISTERED OFFICE AND AGENT

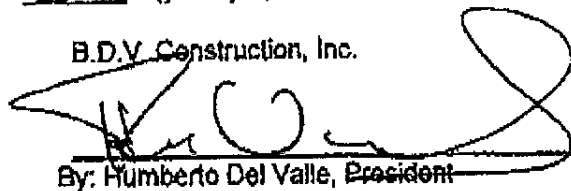
The street address of the initial registered office of the Association and principal office of the corporation is:
1216 N.W. 72nd Avenue, Miami, Florida 33126

and the name of the initial registered agent of the Association at said address is:

B.D.V. Construction, Inc., a Florida Corporation

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 22nd day of April, 1999.

B.D.V. Construction, Inc.




By: Humberto Del Valle, President

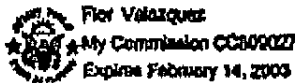
STATE OF FLORIDA
COUNTY OF DADE

)ss.:

Before me personally appeared Humberto Del Valle, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed in his capacity as President of B.D.V. Construction, Inc.

Dated this 23rd day of April, 1999:


Notary Public, State of Florida at Large
My Commission Expires:
(SEAL)



CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following submitted:

RIVERWALK AT SUNRISE HOMEOWNERS ASSOCIATION, INC.

..., a corporation not-for-profit, desiring to organize under the laws of the State of Florida, with its principal place of business and registered office in the City of Miami, State of Florida, has named B.D.V. Construction, Inc., located at 1216 N.W.72nd Avenue, Miami, Florida 33126, as its agent to accept service of process within Florida.

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ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation at the place designated in this Certificate, 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 and keeping open of said office.



Humberto Del Valle, President
B.D.V Construction, Inc.

H. Del Valle

Dated April 22nd 1999.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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