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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Exhibit "B" to the Declaration of Condominium

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
FOR
RIVERWALK COVE CONDOMINIUM ASSOCIATION, INC.
f/k/a HARBOUR CAY CONDOMINIUM, INC.

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION
SEE ARTICLES AS AMENDED TO DATE FOR ORIGINAL TEXT

These are the Amended and Restated Articles of Incorporation for the Riverwalk Cove Condominium Association, Inc. f/k/a/ Harbour Cay Condominium, Inc. originally filed with the Florida Department of State the 24th day of May, 1973, under Charter Number 726490. Matters of only historical interest have been omitted. Amendments included have been added pursuant to F.S. 617.

ARTICLE 1

NAME

The name of the corporation shall be RIVERWALK COVE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", The Declaration of Condominium as "Declaration", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain condominium located in Lee County, Florida, and known as Riverwalk Cove Condominium (the "Condominium") and to own and hold real and personal property for the use and benefit of the members of the Association, to take all actions and to perform all duties deemed necessary for the protection, preservation and improvement of such property and for the mutual benefit of the members of the Association. The corporation shall issue no stock.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium recorded in the Public Records of Lee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act as it may be amended from time to time, except as limited by these Articles as they may be amended from time to time, the Bylaws as they may be amended from time to time, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time including but not limited to the following:

(a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, borrow money and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium property and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the Condominium property and insurance for the protection of the Association, its officers, Directors, agents, employees and members as Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium property and for the health, comfort, and welfare of the Unit Owners.

(f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration.

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the Rules and Regulations for the use of the Condominium units and property.

(h) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

4.3 Condominium property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of income. The Association shall make no distribution of income to its members, Directors or officers except upon termination of the condominium.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE 5

MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record owners of units in the Condominium, and after termination of the Condominium shall consist of those who were members at the time of the termination and their successors and assigns.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one unit shall be entitled to one vote for each Unit owned.

5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

ARTICLE 8

DIRECTORS

8.1 Number and qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the Bylaws, but which shall consist of not less than three (3) Directors. Directors must be members or the spouse of a member of the Association.

8.2 Duties and powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election; removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

ARTICLE 9

BYLAWS

The Bylaws of this Corporation may be altered, amended or repealed in the manner provided in the Bylaws.

ARTICLE 10

AMENDMENTS

These Articles may be amended in the following manner:

10.1 Method of proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than twenty-two (22) of the voting interests of the Association.

10.2 Notice. 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.

10.3 Adoption. An amendment so proposed may be approved by written agreement of a majority of all voting interests, or by a majority of voting interests present, in person or by proxy, and voting at a duly called meeting of the Association.

10.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the public records of Lee County, Florida.

ARTICLE 11

REGISTERED OFFICE ADDRESS AND NAME
OF REGISTERED AGENT

The registered office address and the name of the registered agent of the corporation shall be as determined by the Board of Directors from time to time.

IN WITNESS WHEREOF, the subscribers have affixed their signatures the day and year set forth below.

These Amended and Restated Articles of Incorporation were duly adopted by the required percentage of voting interests at a meeting on October 7, 1998.

FILED
OCT 26 AM 10:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we have affixed our hands this 21ST day of October, 1998 at Lee County, Florida.

WITNESSES:

RIVERWALK COVE CONDOMINIUM
ASSOCIATION, INC.

Bonita D. Vandall
Printed Name: BONITA D. VANDALL

Susan Johnson
Printed Name: SUSAN JOHNSON

BY:

Mary Rodgers
Mary Rodgers, PRESIDENT

Bonita D. Vandall
Printed Name: BONITA D. VANDALL

Susan A. Johnson
Printed Name: SUSAN A. JOHNSON

ATTEST:

Richard W. Jungferman
Richard Jungferman, Treasurer

(CORPORATE SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

The foregoing instrument was acknowledged before me this 21ST day of October, 1998 by Mary Rodgers, as President and Richard Jungferman, as Treasurer of Riverwalk Cove Condominium Association, Inc., a Florida Corporation, on behalf of the corporation. They are personally known to me and did not take an oath.

Dianne M. Racine
Notary Public

Printed Name: DIANNE M. RACINE

My commission expires:

