

RIVERWOOD ESTATES HOMEOWNER ASSOCIATION, INC.

240 Riverwood Road
Naples, FL 34114-3938

BOARD OF DIRECTORS

David White
Jean Blais

775-6584
417-2828

Clifford Watson
Jewell Ellis
Ruth McDowell

793-8935
732-5666
775-6088

Joyce Watson 793-8935
Richard LaCasse 775-5770

MARCH 2, 1999

749499

DIVISION of CORPORATIONS
P. O. BOX 6327
Tallahassee, FLORIDA 32314

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-03/03/99--01064--001
*****35.00 *****35.00

Re- Charter No. 749499

Dear Sir/ Madam:

Enclosed please find the following

- 1) Amended & restated ARTICLES of INCORPORATION
- 2) Certification
- 3) Check in the amount of \$35.00 to cover filing costs

Trust you find the enclosed to be in order, however should further information be required please contact me at 1-941-793-8935.

Sincerely

Joyce Watson

JOYCE WATSON
as Secretary

*Helen G. Adams authorized to
add approval by the members.*

*Amended & Restated
LFG 3-15-99*

FILED
99 MAR 11 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Retn:
RIVERWOOD ESTATES ASSOC
240 RIVERWOOD RD
NAPLES FL 34114

2434186 OR: 2512 PG: 2146

RECORDED in the OFFICIAL RECORDS of COLLIER COUNTY, FL
02/12/99 at 10:22AM DWIGHT E. BROCK, CLERK

REC FEE 33.00

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION INC.

A Non-Profit Florida Corporation

(Originally incorporated on October 24, 1979 as

Riverwood East Homeowners' Association, Inc.)

FILED

99 MAR 11 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.0201(4), Florida Statutes, the Articles of Incorporation of Riverwood Estates Homeowners Association Inc., a Florida incorporation not for profit, which was originally incorporated under the name Riverwood East Homeowners' Association, Inc. on October 24, 1979 are hereby restated in their entirety.

The Amended and Restated Articles of Incorporation of Riverwood Estates Homeowners Association Inc., shall be as follows:

I. NAME

The name of the corporation, hereinafter called the "Association" is RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION INC.

II. REGISTERED AGENT, REGISTERED OFFICE

The principal office of the Association is located at:

240 Riverwood Road

Naples, Florida, 34114-3938

The name of the registered agent for service of process and the address of the registered office is:

Michael R. Pinter, Esq.

4328 Corporate Square, Suite C

Naples, Florida 34104-4780

The registered agent is authorized to accept service of process within this State upon the Association.

III. PURPOSE

The purpose and objects for which the Association is organized are any and all purposes authorized to be

performed by a corporation not for profit under Chapter 617 of the Florida Statutes. These general objects and purposes shall include the following:

1. To operate and maintain in all aspects of the surface water management drainage systems, and associated retention ponds and swales, for the exclusive use of members of the Association.
2. To operate and maintain a park and boat launch ramp for members in the Association.
3. To promote the best interests and common good of all its members and property owners in property fully described in O.R. Book 1676, Page 497.
4. To the maximum extent empowered, to administer and enforce all applicable regulations, restrictions, covenants and agreements relating to the use and enjoyment of real property now or in the future a part of the land described in O.R. Book 1676, Page 497.
5. To levy and enforce payment of maintenance, operating and capital improvement assessments as determined necessary or desirable by the Board of Directors.
6. To otherwise exercise the powers, perform the duties and enforce the rights contained herein and in the By-Laws. As used herein, the term "corporation not for profit" means a corporation no part of the income of which is distributable to its members, directors and officers.

Without limiting the generality of the foregoing, the purposes for which the Association is organized shall include maintenance, preservation, administration, operation and management of the Riverwood Estates Homeowners Association.

IV. DEFINITIONS

As used herein, the term "Developer" shall mean Riverwood Associates, its successors or assigns, who is offering residential mobile home lots for sale in its ordinary course of business. "Owner" shall mean a person or legal entity that holds title other than Developer, or has executed a Purchase Agreement for a residential mobile home lot in the property described in O.R. Book 1676, Page 497.

V. ASSOCIATION MEMBERSHIP

Each owner shall have appurtenant to his ownership interest a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities owning such interest, except that no person or entity holding title to a residential mobile home lot as security for the performance of an obligation

shall acquire the membership appurtenant to such residential mobile home lot by virtue of such security interest.

In no event may any membership be severed from the residential mobile home lot to which it is appurtenant.

Membership in the Association shall cease and terminate upon the sale, transfer or disposition of the member's ownership in his lot.

As used in these Articles of Incorporation, and By-Laws, the term "Owners" shall be used interchangeably with the term "Members" and refers to the members of the Association.

To qualify for membership in the Association, a person must be a property owner in Riverwood (as more fully described in O.R. Book 1676, Page 497).

VI. VOTING RIGHTS OF OWNERS AND DEVELOPER

Owners of each residential lot, including the Developer, as members of the Association, shall have one (1) vote for each residential lot owned by such owner, provided however, in the event that a residential mobile home lot is owned by more than one person, the persons owning said residential mobile home lot are entitled to cast a single vote in the manner provided for in the By-Laws.

VII. MEETINGS OF OWNERS

Annual meetings of Owners shall be held in January of each year.

VIII. DIRECTORS

The direction and management of the affairs of the corporation and the control of its property shall be vested in a Board of Directors of not less than three nor more than seven persons as provided in the By-Laws.

Owners shall be entitled to elect the Board of Directors at a meeting, which meeting shall be deemed to be the annual meeting of said year.

At the annual meetings, the Owners shall elect the members of the Board. Directors so elected shall serve for two (2) years. All members of the Board of Directors elected by Owners shall be owners of a residential mobile home lot.

IX. OFFICERS

The Officers of the Association, who are accountable to the Board of Directors, shall be: President, The President Elect, one or more Vice-Presidents, a Secretary and a Treasurer and such other officers prescribed by the By-Laws. Officers, other than the President, shall be elected annually by the Board of Directors.

X. BY-LAWS

By-Laws of the Association may be altered, amended, or repealed by the Owners in the following manner only:

A. 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 considered.

B. Approval. An amendment shall be approved by a majority of a quorum of not less than thirty percent (30%) of the voting interest of all of the voting Owners. Owners 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.

C. Proviso. No amendment shall be made that is in conflict with the Articles of Incorporation, the Membership Agreement, Resale Agreement or the Protective Covenants. Any amendment made must be in conformity with the provisions of Chapter 617 of the Florida Statutes, as may from time to time be amended.

D. Amendment. Amendments may be made by the Riverwood Estates Homeowners Association, Inc., its successors and assigns upon thirty days written notice to all property owners, except in respect to a water management facility, area or assessment provided that no amendment may interfere with the Developer's marketability, or advertising of the land held for sale by the Developer without the Developer's written consent.

XI. DURATION

The period of duration of the Association is perpetual, unless sooner terminated pursuant to the provisions of the laws of the State of Florida.

XII. NO STOCK

Although the Association is a corporation, the association shall never have or issue stock and/or certificates of membership, nor will it ever provide for non-member voting.

XIII. SUBSCRIBERS

The names and addresses of the original subscribing incorporators are Robert Stackpole, 223 Rookery Road, Naples, Florida; Ernestine Stackpole, 223 Rookery Road, Naples, Florida; and Lily Belle Leonard, 223 Rookery Road, Naples, Florida.

XIV. POWERS

The Association shall have and may exercise any and all rights, privileges and powers set forth in Chapter 617 of

the Florida Statutes, together with these powers conferred by these Articles of Incorporation, as same may from time to time be amended. Without limiting the generality of the foregoing, the Association shall have the following powers:

1. To determine, levy, collect and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as the same become due, including assessment of interest on unpaid assessments at the highest rate allowed by law and collection of reasonable attorney's fees and costs from any delinquent owner.
2. To take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, including any residential mobile home lot in the Association; to borrow money and mortgage any such property to finance the acquisition thereof on the vote of seventy-five percent (75%) of the members; and to transfer, lease and convey any such property.
3. To dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of seventy-five percent (75%) of the members.

XV. AMENDMENT

These Articles of Incorporation may be altered or amended at any regular or special meeting of the voting Owners, provided that: (1) notice of the meeting is given in the manner provided for in the By-Laws and that said notice contains a full statement of the proposed alterations or amendments; (2) the proposed alteration or amendment is approved by the affirmative vote of a majority of the voting Owners, either in person, by proxy or absentee ballot after a quorum has been attained. A quorum shall be attained when twenty percent (20%) of the voting interests are physically present. (See Florida Statute 617.306(1)(a)). These Amended and Restated Articles of Incorporation may be amended by the Riverwood Estates Homeowners Association, Inc., its successors and assigns, upon thirty days written notice to all property owners except in respect to a water management facility, area or assessment, provided that no amendment may interfere with the Developer's marketability or advertising of the land for sale by the Developer without the Developer's written consent.

XVI. DISSOLVING OF ASSOCIATION

In the event of a dissolution or liquidation, the association's assets shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practical the same as those required by the association. If

such offer of dedication is refused, the assets shall be conveyed to a non-profit entity, to be devoted to purposes as nearly as practical the same as those required by the Association. Such transfer of assets shall not divest or diminish any right or interest of any member under the recorded covenants and deeds unless made in accordance with the provisions of such covenants and deeds.

XVII. AMENDMENTS HEREIN CONTAINED

Articles II, VI, X(subparagraphs C and D), and XV have been amended and therefore differ, in whole or in part, from the Articles previously filed.

CERTIFICATION

We, the undersigned, hereby certify that the foregoing Amended and Restated Articles of Incorporation are restated in their entirety for the purpose of having more concise and easily read Articles of Incorporation, and consist of the following documents:

(1) Amended and Restated Articles of Incorporation of Riverwood Estates Homeowners Association, Inc. as recorded in the official records of Collier County, FL in O.R. Book 2142, Pg. 1641-1650, and filed with the Secretary of State, Tallahassee, Florida on 96 Mar 21 PM 1:56 AND

(2) Revisions to Articles of Incorporation adopted by a majority of the voting interests, present or by proxy, at a meeting held on January 23, 1999.

Executed this 10th day of February 1999.

RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION, INC.

David H. White, President.

Clifford E. Watson, Vice President.

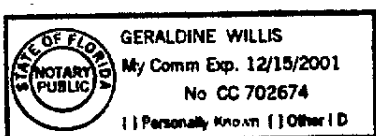
Joyce J. Watson, Secretary.

The foregoing instrument was acknowledged before me this 12th day of February

David H. White, 1999, by David H. White, President, Clifford E. Watson, Vice President and Joyce J. Watson, Secretary of the Riverwood Estates Homeowners Association, Inc., a Florida corporation, on behalf of the Association.

Geraldine Willis
Notary Public,
Jan 15, 2001
My Commission Expires:

SEAL



CERTIFICATION

We, the undersigned, hereby certify that the foregoing Articles of Restatement are stated in their entirety for the purpose of having more concise and easily read Articles of Incorporation, and consist of consolidation of the following documents:

(1) Amended and Restated Articles of Incorporation of Riverwood Estates Homeowners Association, Inc. as recorded in the official records of Collier County, FL in O.R. Book 2142, Pg. 1641-1650, and filed with the Secretary of State, Tallahassee, Florida on 26 Mar 21 PM 1:56 AND

(2) Revisions to Articles of Incorporation adopted by a majority of the voting interests, present or by proxy, at a meeting held on January 23, 1999. The voting interests are the members and the number of votes cast was sufficient for approval.

Executed this 10th day of February 1999.

RIVERWOOD ESTATES HOMEOWNERS ASSOCIATION INC.

David H. White

David H. White

, As President.

Clifford E. Watson

Clifford E. Watson

, As Vice President.

Joyce J. Watson

Joyce J. Watson

, As Secretary.