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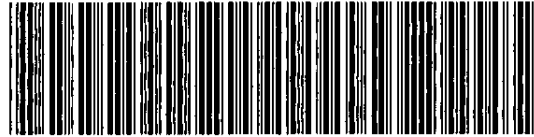
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Amended  
Restated  
@ 3/31/09

ROSS EARLE & BONAN, P.A.

ATTORNEYS AT LAW

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†CERTIFIED CIVIL MEDIATOR

March 25, 2009

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

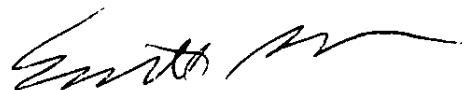
RE: River Shores Plantation Property Owners' Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above referenced Association, along with a photocopy to be date stamped and returned to this office in the postpaid envelope enclosed for your convenience. A check in the amount of \$35.00 for your fee is also enclosed.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to call.

Sincerely,



Elizabeth P. Bonan, Esq.  
EPB/kmr  
Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
RIVER SHORES PLANTATION PROPERTY OWNERS' ASSOCIATION, INC.**

The purpose of this Amended and Restated Articles of Incorporation is to continue the purposes of the Articles of Incorporation as originally filed with the Department of State on March 26, 1981 and amended on August 2, 2007 and recorded at Official Records Book 544, Page 907 and amended at OR Book 2268, Page 1020, et. seq., in the official records of Martin County, Florida.

**ARTICLE I: NAME**

The name of this corporation is RIVER SHORES PLANTATION PROPERTY OWNERS' ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association".

**ARTICLE II: DEFINITIONS**

All terms used herein which are defined in the River Shores Plantation Community Covenants recorded herewith in Official Records of the public records of Martin County, Florida ("Declaration") shall have the same meaning as when used herein.

**ARTICLE III: PRINCIPAL OFFICE AND AGENT**

The principal place of business and registered office and agent of the corporation is as designated by the Board of Directors from time to time.

**ARTICLE IV: OBJECTS, PURPOSES AND POWERS**

Section 4.1. This corporation is a corporation not for profit organized for non-profitable purposes and activities and no part of its net earnings shall inure to the benefit of any private shareholder or member of the corporation.

Section 4.2. The objects and purposes for which this corporation is organized are as follows:

Section 4.2.1. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members including without limitation those services and functions described in the Declaration of Covenants.

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Section 4.2.2. To provide for enforcement of the Declaration of Covenants.

Section 4.2.3. To engage in such other activities as may be to the mutual benefit of the members and the owners of Parcels within River Shores Plantation.

Section 4.2.4. To own, operate and manage property conveyed to it in accordance with the Declaration of Covenants.

Section 4.2.5. To do all things necessary and proper to carry out and accomplish the above objects and purposes and such other objects and purposes as are deemed necessary or proper by its Directors.

Section 4.3. In furtherance of the aforesaid objects, purposes and powers the corporation shall have all of the powers of a corporation not for profit organized and existing under the laws of the State of Florida and all the powers reasonably necessary to implement the powers of the corporation which powers shall include but are not limited to the power:

Section 4.3.1. To make, levy and collect assessments and to expend the proceeds of such assessments and charges for the benefit of its members.

Section 4.3.2. To contract with others to provide the services, benefits and advantages desired.

Section 4.3.3. To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the corporation.

Section 4.3.4. To maintain, repair, replace and operate its property.

Section 4.3.5. To contract for the management of the property owned by it and to delegate to such contractors all powers and duties of the corporation.

Section 4.3.6. To employ personnel to perform the services authorized by these Articles.

Section 4.3.7. To purchase insurance upon its property for the protection of the corporation and its members.

Section 4.3.8. To reconstruct improvements constructed on its property after casualty or otherwise.

Section 4.3.9. To make additional improvements on and to its property.

Section 4.3.10. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to recreational facilities, whether or not contiguous.

Section 4.3.11. To dedicate all or any portion of its property or any interest therein to public use.

Section 4.3.12. To enforce by legal action the provisions of these Articles, the By-Laws of the corporation and the Declaration.

#### **ARTICLE V: MEMBERS**

Section 5.1. The members of this corporation shall consist of all owners of Parcels but shall not include mortgagees or other holders of security interests only.

Section 5.2. Membership in this corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Parcel.

Section 5.3. The corporation shall have one (1) class of membership and that class shall be all persons owning one (1) or more Parcel. Each Parcel shall have one (1) vote.

When more than one (1) person holds an ownership interest or interests in any Parcel the vote for such Parcel shall be exercised as the owners of all such interests determine among themselves but in no event shall more than one (1) vote be cast with respect to any Parcel.

#### **ARTICLE VI: TERM**

This corporation shall exist perpetually.

#### **ARTICLE VII: BOARD OF DIRECTORS**

The business and affairs of the corporation shall be managed by a Board of Directors consisting of not less than nine (9) Directors. The Board of Directors shall be elected by the members entitled to vote. The directors will be elected annually.

#### **ARTICLE VIII – OFFICERS**

The officers of the corporation shall consist of a President, Vice-President, a Secretary and a Treasurer. The officers the corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the Bylaws of the corporation. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers, except for President, Vice President and Secretary, need not be members of the Board of Directors.

#### **ARTICLE IX: INDEMNIFICATION**

Every Director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

#### **ARTICLE X: DISPOSITION OF ASSETS UPON DISSOLUTION**

No member, Director or officer of the corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. Unless agreed to the contrary by seventy-five (75%) percent of their membership, upon dissolution of the corporation, the assets of the corporation shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the corporation. No disposition of the corporation's assets shall be effective to divest or diminish any right or title or any member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

#### **ARTICLE XI: AMENDMENT OF ARTICLES**

These Articles may be amended by an affirmative vote of a majority of the members voting in person or by proxy at a duly convened meeting of the membership.

#### **ARTICLE XII: BY-LAWS**

The corporation shall adopt By-laws governing the conduct of the affairs of the corporation. The By-laws shall be altered, amended or rescinded as provided in the By-laws.

These Amended and Restated Articles of Incorporation of River Shores Plantation Property Owners' Association, Inc. were approved by the Members by majority vote at a meeting held on March 3, 2009 which vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has caused these presents to be signed in its name, by its President and Secretary, and its corporate seal affixed on this \_\_\_\_\_ day of \_\_\_\_\_, 2009.

**WITNESSES AS TO PRESIDENT:**

**RIVER SHORES PLANTATION  
PROPERTY OWNERS'  
ASSOCIATION, INC.**

Donna A Golet  
Printed Name: Donna A Golet

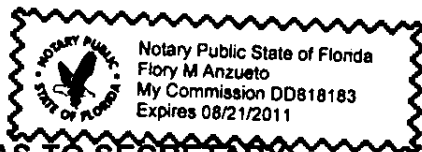
By: John F Dimbat  
JOHN F DIMBAT, President

Susan Opasik  
Printed Name: Susan Opasik

STATE OF FLORIDA  
COUNTY OF Martin

The foregoing instrument was acknowledge before me on March 19, 2009, by John F. Dimbat, as President of River Shores Plantation Property Owners' Association, Inc. [ ] who is personally known to me, or [ ] who has produced identification [Type of Identification: FDL # D513-466-34-008-0].

**Notarial Seal**



Flory M. Anzueto  
Notary Public

**WITNESSES AS TO SECRETARY:**

**RIVER SHORES PLANTATION  
PROPERTY OWNERS'  
ASSOCIATION, INC.**

Louise C Robinson  
Printed Name: Louise C Robinson  
Karen M. Davis  
Printed Name: KAREN M. DAVIS

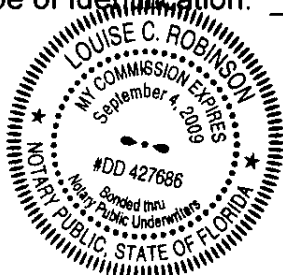
By: Iris Rhett  
Iris Rhett, Secretary

**CORPORATE  
SEAL**

STATE OF FLORIDA  
COUNTY OF St. Lucie

The foregoing instrument was acknowledge before me on March 20, 2009, by Iris Rhett, as Secretary of River Shores Plantation Property Owners' Association, Inc. [ ☒ ] who is personally known to me, or [ ] who has produced identification [Type of Identification: Personal].

**Notarial Seal**



Louise C Robinson  
Notary Public