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**FLORIDA NON-PROFIT CORPORATION**  
**Riverwood Beach Club, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**  
**OF**  
**RIVERWOOD BEACH CLUB, INC.**  
**A Florida Not-For-Profit Corporation**

The undersigned incorporator for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation (hereinafter called the "Articles"):

**ARTICLE 1**

**NAME**

The name of the corporation is Riverwood Beach Club, Inc. (hereinafter called the "Association").

**ARTICLE 2**

**CORPORATE OFFICE; MAILING ADDRESS**

The principal office and mailing address for the Association shall be located at 5801 Pelican Bay Boulevard, Suite 600, Naples, Florida 34108.

**ARTICLE 3**

**PURPOSES AND POWERS**

This Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for acquisition, lease, development, improvement, management, maintenance, preservation and control of a beach club for use by the Members of the Association (as defined herein) within that certain real property described in the Rules and Regulations of Riverwood Beach Club as they may be amended from time to time (the "Rules").

Further, the Association shall have and exercise any and all powers, rights and privileges which a corporation not-for-profit organized under Chapter 617 of the Florida Statutes may now or hereafter have or exercise.

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**ARTICLE 5****MEMBERSHIP**

The Association shall have Class A Members and Class B Members who shall have the qualifications, rights and obligations set forth in the Bylaws and the Rules of the Association.

**ARTICLE 6****AGENT AND OFFICES**

The street address of the Association's initial registered office is 5801 Pelican Bay Boulevard, Suite 600, Naples, Florida, 34108, and Centex Real Estate Corporation shall be the initial registered agent of the Association.

**ARTICLE 7****ELECTION OF DIRECTORS**

The Board of Directors of the Association shall contain no less than three (3) directors. Directors shall be elected as stated in the Bylaws of the Association. The number of directors may be changed as set forth in the Bylaws of the Association. The names and addresses of the persons who shall initially serve as directors are:

~~Diana M. Unsinn~~  
*DAN HALLERAN*

5801 Pelican Bay Boulevard, Suite 600  
Naples, Florida, 34108

Jon Parham

5801 Pelican Bay Boulevard, Suite 600  
Naples, Florida, 34108

Maria Class

5801 Pelican Bay Boulevard, Suite 600  
Naples, Florida, 34108

**ARTICLE 8****BYLAWS**

The Board of Directors of the Association shall provide for the adoption of the initial Bylaws for the conduct of the business of the Association, and the carrying out of its

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purposes as the Board of Directors shall deem necessary; provided however, that no Bylaw adopted shall contain any provision inconsistent with the terms of these Articles, and once adopted as the initial Bylaws of the Association, such Bylaws may not be altered, amended, repealed or expanded without the consent of the Class B Members, so long as there are Class B Members, and thereafter such Bylaws may not be altered, amended, repealed or expanded without the consent of a majority of the Class A Members.

#### ARTICLE 9

#### AMENDMENTS

These Articles of Incorporation may not be altered, amended, repealed or expanded without the consent of all Class B Members, so long as there are Class B Members. Thereafter these Articles may not be altered, amended, repealed or expanded without the consent of a majority of the Class A Members of the Association.


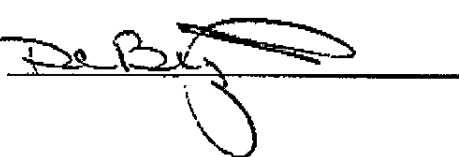
#### ARTICLE 10

The name and street address of the incorporator is:

Centex Homes  
5801 Pelican Bay Boulevard, Suite 600  
Naples, Florida, 34108

Wherefore, the incorporator, and the initial registered agent have executed these Articles this 11 day of April, 2000.

#### WITNESSES

**CENTEX HOMES, a Nevada general partnership**

By: Centex Real Estate Corporation, a Nevada corporation its managing general partner

By:   
Timothy Ruemler, Division President

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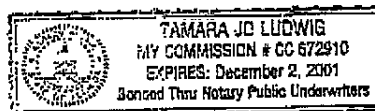
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THE STATE OF FLORIDA )

COUNTY OF Collier )

The foregoing instrument was acknowledged before me this 11 day of April, 2000, by Timothy Ruemler, Division President of Centex Real Estate Corporation, a Nevada corporation, as managing general partner of Centex Homes, a Nevada general partnership, [☒] who is personally known to me or [☐] who has produced \_\_\_\_\_ as identification.

Tamara J. Ludwig  
Notary Public,  
State of Florida  
Notary printed name: Tamara J. Ludwig  
My commission expires: \_\_\_\_\_



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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

The **RIVERWOOD BEACH CLUB, INC.**, desiring to organize under the laws of the State of Florida, with its principal offices at 5801 Pelican Bay Boulevard, Suite 600, Naples, Florida, 34108, has named **CENTEX REAL ESTATE CORPORATION**, whose office is located at 5801 Pelican Bay Boulevard, Suite 600, Naples, Florida, 34108, as its agent to accept service of process within the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, **CENTEX REAL ESTATE CORPORATION** hereby accepts to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

**CENTEX REAL ESTATE CORPORATION**

By: 

Timothy Ruemler, Division President

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