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October 11, 2000

Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400003425024--7
-10/16/00--01017--003
*****78.75 *****78.75

Attn: Bobbie Cox

Re: Riversbend Unit II Homeowner's Association, Inc.

Dear Bobbie:

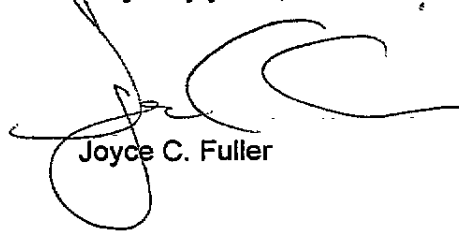
Enclosed please find one original Articles of Dissolution for Riversbend Unit II Homeowner's Association, Inc. and the original Articles of Incorporation for Riversbend Unit II of Orange County Homeowners Association, Inc.

As previously discussed, I have also enclosed check #559 in the amount of \$35.00 for the Dissolution of Riversbend Unit II Homeowner's Association, Inc. together with check #558 in the amount of \$78.75 for the Incorporation of Riversbend Unit II of Orange County Homeowners Association, Inc.

Thank you for all of your help in this matter. Please call me or my assistant, Karen, once these transactions have been completed so that we may advise our client accordingly.

I look forward to hearing from you.

Very truly yours,



Joyce C. Fuller

FILED
2000 OCT 18 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCF/kil
Encls.

cc: Riversbend Unit II of Orange County Homeowners Association, Inc.

Rb2001 ltr4

Bc 10/16

ARTICLES OF INCORPORATION
OF
RIVERSBEND UNIT II OF ORANGE COUNTY
HOMEOWNERS ASSOCIATION, INC.

FILED
2000 OCT 13 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned natural person of legal age, acting as incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, do hereby adopt the following Articles of Incorporation for Riversbend Unit II of Orange County Homeowners Association, Inc.:

ARTICLE I - NAME

The name of the Corporation is Riversbend Unit II of Orange County Homeowners Association, Inc. (hereinafter the "Association"). The principal office and mailing address of the Association is 11524 Swiftwater Circle, Orlando, FL 32817.

ARTICLE II - EXISTENCE

The Association shall have perpetual existence.

ARTICLE III - PURPOSE

The Association is organized for the purpose of administering and enforcing the Declaration of Covenants and Restrictions of Riversbend Unit II and to promote the health, safety and welfare of the residents of Riversbend Unit II. In furtherance of such purpose, the Association shall have the power to:

(a) perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions (the "Declaration") applicable to the subdivision known as Riversbend Unit II, as recorded in Official Records Book 4894, Page 601, of the Public Records of Orange County, Florida;

(b) establish, levy and collect all assessments pursuant to the terms of the Declaration and enforce payment thereof by any lawful means and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, operate, maintain, convey, lease, dedicate to the public use or otherwise dispose of the Common Property and other real and personal property in connection with the affairs of the Association;

(d) borrow money and mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Property to any municipality, public agency or utility for such purposes and subject to such conditions as may be determined by the Board of Directors;

(f) participate in mergers or consolidations with other nonprofit corporations organized for the same purposes as the Association; annex additional residential property and common areas; and assign to another nonprofit corporation all or any portion of the rights and obligations of the Association as set forth herein and in the Declaration;

(g) have and exercise any and all powers, rights and privileges that a not for profit corporation organized under Chapters 617 and 720 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes described herein and the purposes described in the Declaration and such other purposes as may be incidental thereto. The activities of the Association shall be financed by assessments on Members as provided in the Declaration and no part of any net earnings shall inure to the benefit of any Member.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 11524 Swiftwater Circle, Orlando, FL 32817 and the name of the Association's initial registered agent at such address is Peter L. Rose. Such registered agent has accepted such appointment as required by Florida Statutes Section 617.0501.

ARTICLE V - MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is a record owner of a fee interest in any Lot which is subject to the Declaration shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. Membership shall otherwise be determined as provided in the Declaration. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to the Declaration.

The Association shall have one class of voting members as follows:

Class A. Class A Members shall be all those Owners as defined in the Declaration with the exception of the Developer, as defined in the Declaration. Class A membership as provided below, the Class A Members shall have no voting rights. Class A Members shall be entitled to one vote for each Lot in which they hold the interest required for membership. When more than one person holds an interest in any Lot, all such persons shall be Members and the vote for such Lot shall be exercised as such Members may determine among themselves, but in no event shall more than one vote be cast with respect to any Lot owned by Class A Members.

ARTICLE VI - DIRECTORS

The number of Directors constituting the Board of Directors of the Association shall be from three (3) to seven (7) and the names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Peter L. Rose, M.D.	11524 Swiftwater Circle, Orlando, FL 32817

Alan Shamblin

11518 Swiftwater Circle, Orlando, FL 32817

Tom Arzanti

11518 Swiftwater Circle, Orlando, FL 32817

The number of Directors constituting the initial Board of Directors is three (3) and they shall serve until their successors are elected as provided in the Bylaws of the Association. The method of election of Directors shall be as stated in the Bylaws. The number of Directors may be increased or decreased according to the provisions of the Bylaws.

ARTICLE VII - ASSESSMENTS

The Association may establish assessments as provided in the Declaration, may enforce collection of such assessments as also provided in the Declaration and may expend the assessments so collected for the purposes set forth in the Declaration.

ARTICLE VIII - ARCHITECTURAL REVIEW COMMITTEE

The Association may establish an Architectural Review Committee as described in the Declaration and the Board of Directors of the Association may appoint the members of the Architectural Review Committee. In the absence of such appointment, the Board of Directors of the Association shall constitute the Architectural Review Committee.

ARTICLE IX - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may only be amended by resolution adopted by a majority of the Board of Directors and approved by 2/3 of the votes entitled to be cast by Members voting in person or by proxy at a special meeting called for such purpose unless amended according to Article XII by merger.

ARTICLE X - BYLAWS

Bylaws of the Association shall be adopted by the initial Board of Directors as set out in Article VI above and may be amended by a majority vote of the Board of Directors or by majority vote of the Members voting in person or by proxy at a special meeting called for such purpose.

ARTICLE XI - INCORPORATOR

The name and street address of the incorporator is Peter L. Rose, 11524 Swiftwater Circle, Orlando, FL 32817.

ARTICLE XII - MERGER

Notwithstanding the requirements for amending the Articles of Incorporation as set forth in Article IX, these Articles may be amended by the Board of Directors pursuant to a Merger as described in Article III, Section (f) above.

IN WITNESS WHEREOF, for the purpose of forming a not for profit corporation under the laws of the State of Florida, I, the undersigned incorporator of this corporation, have executed these Articles of Incorporation this 25 day of September, 2000.



Peter L. Rose

I HEREBY accept the designation of Registered Agent for Riversbend Unit II of Orange County Homeowners Association, Inc.



Peter L. Rose

Rb2001 art2
7/10/00 JCF:kjl

FILED
2000 OCT 13 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA