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BASIC AMENDMENT**RIVERCREST COMMUNITY ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$43.75

Handwritten: All + Rest
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVERCREST COMMUNITY ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

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FILED
JUN 19 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of Rivercrest Community Association, Inc. are filed pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, and shall replace and supersede those certain Articles of Incorporation of Rivercrest Community Association, Inc., filed with the Florida Department of State on January 9, 2002.

Article 1. Name. The Corporation's name is Rivercrest Community Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 11417 Balm Riverview Road, Riverview, Florida 33569.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions, and Restrictions for Rivercrest, recorded or to be recorded in the Official Records of Hillsborough County, Florida, as amended from time to time ("Declaration").

Article 4. Purposes. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Governing Documents and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article 5. Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws of the Association, may be exercised by the Board of Directors:

(a) all of the powers conferred upon nonprofit corporations by common law and Florida statutes in effect from time to time;

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(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power to do the following:

(i) fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means and to pay all expenses in connection therewith and all administrative and other expenses incident to the conduct of the business of the Association including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(ii) manage, control, operate, maintain, repair, and improve the Common Areas and facilities, and any property the Association subsequently acquires, or for which it by rule, regulation, declaration, or contract, has a right or duty to provide such services;

(iii) make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(iv) engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;

(v) buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any Association purpose;

(vi) borrow money for any purpose subject to such limitations as may be contained in the Declaration and By-Laws;

(vii) enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private;

(viii) act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals; and

(ix) provide any and all supplemental municipal services to the Community as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are

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independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There shall be two classes of membership as more fully set forth in the Declaration. The Owner of each Lot, as those terms are defined in the Declaration, shall be a Member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws.

Change of membership in the Association shall be established by recording in the Official Records of Hillsborough County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall terminate.

Article 7. Existence and Duration. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State. Unless terminated in accordance with Florida law and Article 12, the Association shall exist in perpetuity.

Article 8. Board of Directors. The Association's business and affairs shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of three members, as provided in the By-Laws. The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 9. By-Laws. The By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendments. Amendments to these Articles of Incorporation may be proposed and adopted in accordance with Florida law and with the affirmative vote or written consent of Owners representing at least 67% of the Lots (with each Lot being allocated one vote regardless of whether owned by a Class "A" Member or a Class "B" Member). No

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amendment may be in conflict with the Declaration, and no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

Article 12. Dissolution. The Association may be dissolved only as provided by Florida law and in the Governing Documents. The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Members who are Owners of not less than two-thirds (2/3) of the Lots (other than Declarant) and Declarant's consent during the Development and Sale Period. Upon dissolution of the Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the community, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the community.

Article 13. HUD/VA Approval. During the Class "B" membership, the following actions shall require the approval of the VA, so long as the development is approved by the VA for the guaranteeing of mortgages in the community, and HUD, so long as the development is approved by HUD for the insuring of mortgages in the community: annexation of additional property to the community, other than that described in Exhibit "B" to the Declaration;; mergers and consolidations; mortgaging of Common Area; dissolution; and amendment of these Articles of Incorporation.

Article 14. Incorporator. The name of the incorporator of the Association is David A. Herrigel, and such incorporator's address is 1200 Peachtree Center, South Tower, 225 Peachtree St., N.E., Atlanta, Georgia 30303.

Article 15. Registered Agent and Office. The initial registered office of the Association is 7900 Glades Road, Suite 200, Boca Raton, Florida 33434, and the initial registered agent at such address is John Baric.

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IN WITNESS WHEREOF, the undersigned, being all of the directors of the Rivercrest Community Association, Inc., have executed these Amended and Restated Articles of Incorporation this 1st day of June, 2002.

By:

Eric Harvey, Director

By:

Joe Romanowski, Director

By:

Brian Sewell, Director

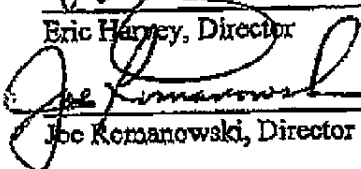
[Corporate Seal]

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IN WITNESS WHEREOF, the undersigned, being all of the directors of the Rivercrest Community Association, Inc., have executed these Amended and Restated Articles of Incorporation this 1st day of June, 2002.


Eric Harney, Director
Joe Romanowski, Director
Brian Sewell, Director

[Corporate Seal]

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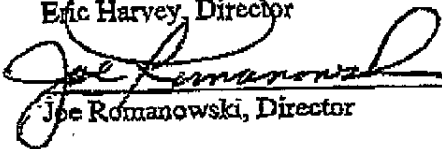
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**CERTIFICATE OF THE BOARD OF DIRECTORS OF
RIVERCREST COMMUNITY ASSOCIATION, INC.
REGARDING ADOPTION OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RIVERCREST COMMUNITY ASSOCIATION, INC.**

Pursuant to the provisions of Sections 617.1007(3), Florida Statutes, the undersigned directors of the Rivercrest Community Association, Inc. ("Association"), submit the following statement.

1. The Rivercrest Community Association, Inc., the Association's board of directors has duly adopted the within and foregoing Amended and Restated Articles of Incorporation of the Rivercrest Community Association, Inc.


Eric Harvey, Director
Joe Romanowski, Director
Brian Sewell, Director

[Corporate Seal]

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**CERTIFICATE OF THE BOARD OF DIRECTORS OF
RIVERCREST COMMUNITY ASSOCIATION, INC.
REGARDING ADOPTION OF THE
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RIVERCREST COMMUNITY ASSOCIATION, INC.**

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Pursuant to the provisions of Sections 617.1007(3), Florida Statutes, the undersigned directors of the Rivercrest Community Association, Inc. ("Association"), submit the following statement.

1. The Rivercrest Community Association, Inc., the Association's board of directors has duly adopted the within and foregoing Amended and Restated Articles of Incorporation of the Rivercrest Community Association, Inc.

By:

Eric Harvey, Director

By:

Joe Romanowski, Director

By:

Brian Sewell, Director

[Corporate Seal]

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UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF
RIVERCREST COMMUNITY ASSOCIATION, INC.

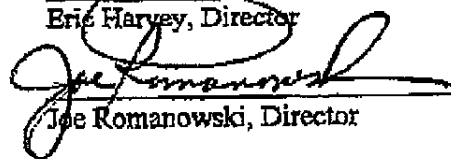
The undersigned, being all of the directors of Rivercrest Community Association, Inc. ("Association"), hereby unanimously consent to and adopt the following resolution as the action of the Association's Board of Directors in lieu of a meeting of directors and hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors:

1.

RESOLVED, that the Association's Articles of Incorporation, filed with the Florida Department of State on January 9, 2002, shall be amended and restated in the manner set forth in the Amended and Restated Articles of Incorporation of the Rivercrest Community Association, Inc., attached hereto as Exhibit "A", and that such Amended and Restated Articles of Incorporation shall be duly filed with the Florida Department of State.

The undersigned, by affixing their signatures hereto, do hereby consent to, authorize, and approve of the foregoing resolutions in their capacity as all of the directors of the Association this 14th day of June, 2002.


Eric Harvey, Director


Joe Romanowski, Director

Brian Sewell, Director

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UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING
OF THE BOARD OF DIRECTORS OF
RIVERCREST COMMUNITY ASSOCIATION, INC.

The undersigned, being all of the directors of Rivercrest Community Association, Inc. ("Association"), hereby unanimously consent to and adopt the following resolution as the action of the Association's Board of Directors in lieu of a meeting of directors and hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors:

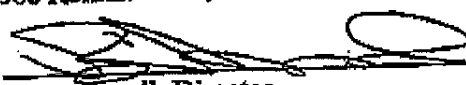
1.

RESOLVED, that the Association's Articles of Incorporation, filed with the Florida Department of State on January 9, 2002, shall be amended and restated in the manner set forth in the Amended and Restated Articles of Incorporation of the Rivercrest Community Association, Inc., attached hereto as Exhibit "A", and that such Amended and Restated Articles of Incorporation shall be duly filed with the Florida Department of State.

The undersigned, by affixing their signatures hereto, do hereby consent to, authorize, and approve of the foregoing resolutions in their capacity as all of the directors of the Association this 19th day of June, 2002.

Eric Harvey, Director

Joe Romanowski, Director



Brian Sewell, Director