

NO2000003483

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DANIEL HARMON III
TIMOTHY J. SLOAN*

*ALSO MEMBER OF
DISTRICT OF COLUMBIA
AND MISSOURI BARS

FILED
02 MAY -3 PM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (850) 769-2501
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May 2, 2002

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-05/03/02-01080-028
*****78.75 *****78.75

Re: RIVIERA BEACH VILLAS OWNERS ASSOCIATION, INC.

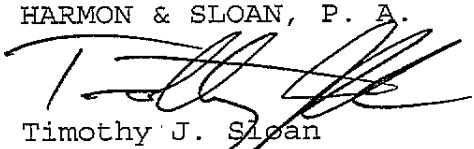
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with the Acceptance of Registered Agent and our check in the amount of \$78.75 to cover the cost of filing.

At your earliest convenience, please file these Articles and return a certified copy to us. Thank you for your assistance with this matter. If there are any questions, please do not hesitate to call collect.

Sincerely,

HARMON & SLOAN, P. A.


Timothy J. Sloan

TJS/

Enclosures

OB 5/8

ARTICLES OF INCORPORATION
OF
RIVIERA BEACH VILLAS OWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, in accordance with Chapters 617 and 720 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be Riviera Beach Villas Owners Association, Inc., hereinafter referred to as "Association". The address of the principal office of the corporation is 21504 Front Beach Road, Panama City Beach, Florida 32413. The mailing address of the corporation is 510 Knipp Road, Houston, Texas 77024.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The Association is organized for the following objects and purposes:

1. To provide for the efficient preservation of the appearance, value and amenities of the property ("Property") which is or may in the future be subject to the Declaration of Covenants, Conditions and Restrictions, as amended or superseded ("Declaration") for Riviera Beach Villas, a residential subdivision ("Subdivision"), the plat of which is or will be recorded in the Public Records of Bay County, Florida.

2. To purchase, lease or otherwise acquire, directly or indirectly, common areas within the Subdivision ("Common Areas") for the benefit of the members; and to maintain, repair and replace, either directly or indirectly through the Association, the Common Areas and such other improvements in and/or benefitting the Property for which the obligation to maintain has been delegated and accepted.

3. To control the specifications, architecture, design, appearance, elevation and landscaping of all improvements and structures of any kind, including, without limitation, buildings, fences, walls, signs, lighting systems, site paving, grading, screen enclosures, sewers, drains, landscaping, landscape devices or objects and/or other structures constructed, placed or permitted to remain on the

Property, as well as any alteration, improvement, addition and/or change therein, thereof or thereto, all in accordance with the Declaration.

4. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration, Articles, By-Laws, or any Rules and Regulations adopted pursuant thereto, and to enforce the provisions thereof.

5. To promulgate, amend and enforce rules, regulations, by-laws, covenants, restrictions and agreements in connection with and to effectuate the affairs and purposes of the Association and to enforce by legal means the provisions of the Declaration.

6. To fix, levy, collect and enforce payment of all assessments or charges to be levied against Lots (as defined in the Declaration) within the Property pursuant to the terms of the Declaration and By-Laws, and to defray all costs and expenses in connection therewith, as well as the costs and expenses of effectuating the objects and purposes of the Association, and to create reasonable reserves for such costs and expenses.

7. To provide services, the responsibility for which has been, or may be, delegated to, and accepted by, the Association.

8. To operate without profit for the sole and exclusive benefit of its members.

9. To perform any and all other functions contemplated of the Association or otherwise undertaken by its Board of Directors not inconsistent with the Declaration.

ARTICLE IV

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers, authority and privileges generally granted to corporations not for profit under the laws of the State of Florida. Such powers shall include those that are reasonably necessary or appropriate to implement and effectuate the purposes of the Association and that are not inconsistent with these Articles, and the Declaration, as they may from time-to-time be amended.

B. To delegate power or powers where such is deemed to be in the interest of the Association.

C. The purposes and objects set forth in Article III of these Articles shall be construed as powers as well as purposes and objects, and the Association shall have and may exercise such powers as if such powers were set forth in full herein.

D. The Association shall have and may exercise all powers set forth in any other Article of these Articles of Incorporation, Chapters 617 and 720 of the Florida Statutes, all as they currently exist or may be amended or superseded from time to time.

E. All funds and title of properties acquired by the Association and the proceeds therefrom shall be held in trust for the Members in accordance with the provisions of the Declaration and the Articles and By-Laws of the Association.

ARTICLE V

The Members of the Association shall be defined in any Declaration and shall consist of all Owners (the recorded owner, whether one or more persons or entities, of a fee simple title to any Lot which is a part of the Property including Owners who have contracted to sell, but excluding those having such interest merely as security for the performance of an obligation), and the membership shall be appurtenant to, and may not be separated from, ownership of any Lot (the Lots as shown on any plat of Riviera Beach Villas). Membership shall attach automatically upon the acceptance of delivery of the instrument of transfer of such ownership interest and shall terminate automatically upon the tendering or delivery of such instrument transfer (provided such tender is accepted) or upon such ownership interest being divested in some other manner; provided that the Association shall have the right to continue to recognize any transferor of such ownership interest as a Member and shall not be required to recognize the transferor of such ownership interest as a Member until an instrument of transfer is recorded in the Official Records of Bay County, Florida, and a true copy of such recorded instrument is delivered to the Association.

ARTICLE VI

The affairs of the Association shall be managed by a Board of Directors consisting of the number of directors as shall be determined by the By-Laws; provided, however that the Board of Directors shall consist of not less than three directors, and in the absence of a provision in the By-Laws shall consist of three Directors. Directors of the Association shall be elected at the

annual meeting of the members in the manner determined by the By-Laws. Vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Notwithstanding the provisions set forth in this Article VI, the Developer, Riviera Development LLC, shall elect and appoint the members of the Board of Directors of the Association, and in the event of vacancies, the Developer shall fill such vacancies, until such time as all Lots have been sold to Owners other than the Developer, or the Developer elects, at its option, to terminate control of the Association, whichever first occurs. Within sixty (60) days after the date of termination of control of the Association by the Developer, the Board of Directors shall call and give not less than (10) nor more than thirty (30) days' notice of a special meeting of the membership for the purpose of electing the members of the Board of Directors.

ARTICLE VII

The address of the Association's initial registered office is 427 McKenzie Avenue, Panama City, Florida 32401, and the name of its initial registered agent is Timothy J. Sloan, with the same address.

ARTICLE VIII

The Association shall indemnify each person who shall serve as a director, officer, employee, or agent of the Association, or shall serve at the request of the Association in a similar capacity with another corporation, joint venture, trust, or other enterprise, to the fullest extent to which this Association is granted the power by any and every statute of the State of Florida or act of the Legislature of the State of Florida.

ARTICLE IX

The name of the person signing these Articles is Gregory C. Toole, whose address is 21504 Front Beach Road, Panama City Beach, Florida 32413.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of May, 2002.



GREGORY C. TOOLE
Incorporator

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was sworn to, subscribed, and
acknowledged before me this 1st day of May, 2002, by GREGORY C.
TOOLE, who is personally known to me or who has produced _____
_____ as identification.

Mary E Weaver
Notary Public

My commission expires: _____



Mary E Weaver

My Commission CC967914

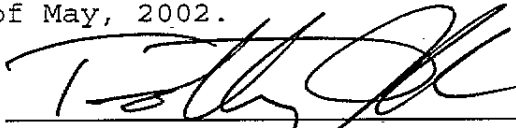
Expires September 19, 2004

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
RIVIERA BEACH VILLAS OWNERS ASSOCIATION, INC.,
a Florida corporation

FILED
02 MAY -3 PM 6:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 617 of the Florida Statutes relative to keeping open said office.

Dated as of the 1st day of May, 2002.


TIMOTHY J. SLOAN
Registered Agent