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GRIMES GOEBEL

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**FLORIDA NON-PROFIT CORPORATION**

**Winding River Association, Inc.**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION  
OF  
WINDING RIVER ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation and files the same with the Secretary of State of the State of Florida:

**ARTICLE I. NAME**

The name of this corporation shall be WINDING RIVER ASSOCIATION, INC. For convenience, this corporation may hereafter be referred to as the Association; these Articles of Incorporation may hereafter be referred to as the Articles; and the bylaws of the Association may hereafter be referred to as the Bylaws.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 9115 58th Drive, East, Suite A, Bradenton, Florida 34202.

**ARTICLE III. PURPOSE**

This Association does not contemplate pecuniary gain or profit to the members hereof. This Association is formed specifically to promote the health, safety and general welfare of the residents within all or any portion of the Winding River Subdivision, a proposed residential subdivision lying and being in Manatee County, Florida (hereinafter referred to as the Subdivision), as the same may be brought within the jurisdiction of the Association by proper filing and recording in the Public Records of Manatee County, Florida, of a Declaration of Covenants, Conditions, Easements and Restrictions (hereinafter referred to as Declaration). This Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617. The powers of the Association include but are not limited to the following:

- a. Own and convey property.
- b. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- c. Establish rules and regulations.
- d. Assess members and enforce assessments.
- e. Sue and be sued.
- f. Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.
- g. Require all the lot owners, parcel owners, or unit owners to be members.
- h. Exist in perpetuity; however, the articles of incorporation shall provide that if the association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association.
- i. Take any other action necessary for the purposes for which the association is organized.

Caleb J. Grimes, Esquire/FL Bar #264636  
Grimes Goebel Grimes Hawkins Gladfelter & Galvano, P.A.  
1023 Manatee Avenue West, Bradenton, Florida 34205  
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Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, nor shall the Association engage in any other activity prohibited by such section, nor act in violation of any provision governing such tax exempt organizations as determined by the federal revenue laws. The Association's amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate of any assessment paid or the amount of the rebate.

#### **ARTICLE IV. MEMBERSHIP**

Every person or legal entity who or which holds legal title of record to a present fee simple interest in any residential lot being a part of the Subdivision (each a Lot Owner), shall be a member of this Association. A Lot Owner of more than one such lot shall have one membership for each such lot owned by him or her. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the provisions of the Declaration.

#### **ARTICLE V. VOTING RIGHTS**

This Association shall have two (2) classes of voting membership. The voting rights of each class of membership shall be set forth in and shall be governed by the Bylaws of the Association.

#### **ARTICLE VI. BOARD OF DIRECTORS**

The business affairs of this Association shall be managed by a Board of Directors. The manner in which the directors are elected or appointed shall be set forth in and governed by the Bylaws of the Association.

#### **ARTICLE VII. OFFICERS**

This Association shall have the officers described in its Bylaws, who shall be elected or appointed at such time and for such terms as is provided in the Bylaws.

#### **ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent is: Larry J. D'Urso, Jr. 9115 58th Drive, East, Suite A, Bradenton, Florida 34202.

#### **ARTICLE IX. INCORPORATOR**

The name and address of the Incorporator of these Articles is: Larry J. D'Urso, Jr., 9115 58th Drive, East, Suite A, Bradenton, Florida 34202. The Incorporator is of the age of majority.

#### **ARTICLE X. AMENDMENT**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

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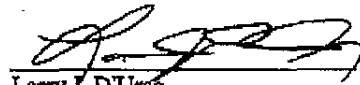
**ARTICLE XI. CORPORATE EXISTENCE AND DISSOLUTION**

This Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The corporation shall exist perpetually. Notwithstanding the foregoing to the contrary, this Association may be terminated upon written consent of ninety percent (90%) of all of the "voting representatives" (as said term is defined in the Bylaws) in the Association, which written consent must be duly recorded among the Public Records of Manatee County, Florida, subject, however to any prior governmental approval required by the Manatee County Land Development Code, as may be amended from time to time. Provided further, however, that so long as the Developer (as said term is defined in the Declaration) holds any lot in the Subdivision for sale in the ordinary course of business, this Association shall not be terminated without its consent. In the event of dissolution of the Association, the assets owned by the Association including the control and right of access to all surface water management system facilities, shall be conveyed or dedicated to the County of Manatee, State of Florida, or if said county refuses to accept such assets, such assets shall be granted, conveyed and assigned to a non-profit corporation similar to the Association to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual.

**ARTICLE XII. INTERPRETATION**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this Association has executed these Articles of Incorporation this 12 day of FEB, 2003.

  
Larry J. D'Urso  
Signature of Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Larry J. D'Urso, Registered Agent

2-12-03  
Date

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