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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES OF
DEAN HANEWINCKEL, P.A.

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2650 SOUTH McCALL ROAD
ENGLEWOOD, FLORIDA 34224

March 8, 2004

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

Re: Rio Villa Lakes Homeowners Association, Inc.

Ladies/Gentlemen:

Enclosed you will find original and copy of Articles of Incorporation for the above-named corporation, together with Certificate Designating Registered Agent, and our check in the amount of \$78.75 representing the following:

Filing Fee	\$35.00
Certificate Designating Registered Agent	\$35.00
Certified Copy	\$ 8.75

We request that the Articles be filed and the enclosed copy certified and returned to this undersigned.. Thank you for your prompt attention to this request.

Sincerely,



Dean Hanewinckel

DH/dl
Enclosures

cc: Mr. Ben Maltese (letter only)

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**ARTICLES OF INCORPORATION
OF
RIO VILLA LAKES HOMEOWNERS ASSOCIATION, INC.,
a Florida Corporation Not For Profit**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapters 720 and 617, Florida Statutes, the undersigned person, competent to contract, acting as incorporator of a corporation not for profit, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be RIO VILLA LAKES HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, and its principal place of business shall be 9696 Bonita Beach Road, Suite 210, Bonita Springs, Florida 34135. Said corporation shall hereafter be referred to herein as the "Association."

**ARTICLE II
PURPOSE**

The general nature, object and purpose of the Association are the following:

(1) To protect and promote the property, health, safety and welfare of the owners of RIO VILLA LAKES, a subdivision located in Charlotte County, Florida (the "Subdivision").

(2) To provide, maintain and repair streets, landscaping, lawns, trees and shrubs; to maintain and repair common areas, structures and improvements in the Subdivision for which the obligation to maintain and repair has been delegated to the Association.

(3) To provide for utility services and other services for the common good of the owners of lots in the Subdivision.

(4) To purchase and maintain such policies of insurance as delegated to the Association by the members, or as set forth in the Declaration of Restrictions applicable to the

Subdivision or as may be deemed necessary or desirable by the Board of Directors of the Association.

(5) To supervise and control the specifications, architecture, design, appearance, elevation and location of all buildings, structures and improvements of any type, including dwelling units, walls, fences, driveways and pavements, grading, drainage, disposal systems and all other structures constructed, placed or permitted to remain in the Subdivision as well as the alteration, improvements, addition or changes thereof, including the landscaping surrounding the same.

(6) To provide such services as may be deemed necessary or desirable by the Board of Directors of the Association and to acquire the capital improvements and equipment related thereto.

(7) To purchase, acquire, replace, improve, maintain and repair such buildings, structures and equipment related to the health, safety and social welfare of the members of the Association as the Board of Directors of the Association, in its discretion, determines to be necessary or desirable.

(8) To own, acquire, operate and maintain the Common Surface Water Management System (as defined in the Declaration of Restrictions applicable to the Subdivision). Operation and maintenance and reinspection reporting shall be performed in accordance with the terms and conditions of the Environmental Resource Permit.

(9) To carry out all of the duties and obligations assigned to it as a Homeowners Association under the terms of the Declaration of Restrictions applicable to the Subdivision.

(10) To operate without profit and for the sole and exclusive benefit of its members.

(11) To contract for services to provide for operation and maintenance of the surface

water management system facilities if the association contemplates employing a maintenance company.

(12) To create a method of assessing funds and collecting the assessed funds by the association for the operation of the association and for the operation, maintenance and replacement of the surface water management system facilities.

ARTICLE III **GENERAL POWERS**

The Association shall have the following powers:

(1) To have all the powers granted a corporation not for profit as enumerated under the laws of the State of Florida except as prohibited herein.

(2) To establish a budget and to fix assessments to be levied against the owners of lots in the Subdivision for the purpose of defraying expenses and costs incurred by the Association and expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenses.

(3) To purchase and maintain such policies of insurance as delegated to the Association by the members, or as set forth in the Declaration of Restrictions applicable to the Subdivision for which the obligation to maintain and repair has been delegated to the Association.

(4) To collect such assessments as provided herein. To place liens against any property in the Subdivision for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue in order to carry out the purposes and objectives of the Association.

(5) To delegate power or powers of the Association where such is deemed to be in the best interest by its Board of Directors.

(6) To charge recipients for services rendered by the Association and to charge the user for use of Association property where such is deemed appropriate by its Board of Directors.

(7) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real and personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(8) To hold funds solely and exclusively for the benefit of the members of the Association for purposes set forth in these Articles of Incorporation.

(9) To promulgate, adopt, amend, modify, enforce and repeal rules, regulations, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

(10) To propose, adopt, change, amend and repeal Bylaws for the management and government of the Association and the exercise of its corporate powers.

(11) To pay all taxes and other charges or assessments, if any, levied against the property owned, leased or used by the Association.

(12) To enforce by any and all lawful or equitable means the provisions of these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the terms and provisions of the Declaration of Restrictions applicable to the Subdivision.

ARTICLE IV **MEMBERS**

The membership of the Association shall be as follows:

(1) Members - The members of the Association shall consist of all the record owners of lots in the Subdivision and all record lot owners are required to be members of the

Association. Owners of such property shall automatically become members upon acquisition of the fee simple title of the lots in the Subdivision.

(2) Change of Membership - Change of membership in the Association shall be established by the recording in the Official Records of Charlotte County, Florida, of a deed or other instrument establishing a change of record title to a lot in the Subdivision and by delivery to the Association of a copy of such recorded instrument. The owner designated by such instrument thereby shall become a member of the Association and the membership of the prior owner is thereby terminated.

(3) Restraint upon Separation and Partition - The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the property which is the basis of his membership in the Association.

ARTICLE V **VOTING**

Subject to the Restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote in respect to all matters subject to being voted upon by the members of the Association for each lot owned. In the event one lot is owned by two or more owners either as joint owners, owners in common or otherwise, said owners shall be collectively entitled to only one vote.

Notwithstanding anything herein to the contrary, the developer of the Subdivision shall have the right to appoint a majority of the Board of Directors of the Association so long as it or its successors and assigns owns at least one lot in the Subdivision which is offered for sale.

ARTICLE VI
INCOME DISTRIBUTION

No part of the income or profit of this Corporation shall be distributed to its members, no dividend shall be paid and no stock shall be issued.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in the manner provided in the Bylaws, but shall never be less than three. The names and addresses of the initial directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ben Maltese	9696 Bonita Beach Rd., Suite 210, Bonita Springs, FL 34135

These Directors shall hold office until the first annual meeting of the members, and until their successors are elected or appointed in accordance with the Bylaws of the Association.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Association is 2650 South McCall Road, Englewood, Florida 34224, and the name of the initial Registered Agent of this Association at that address is Dean Hanewinckel.

ARTICLE IV
INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to

which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X **CORPORATE EXISTENCE**

This corporation shall exist perpetually.

ARTICLE XI **INCORPORATION**

The name and address of the incorporator to these Articles of Incorporation are as follows:

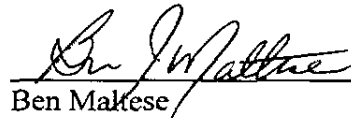
<u>NAME</u>	<u>ADDRESS</u>
Ben Maltese	9696 Bonita Beach Rd., Suite 210, Bonita Springs, FL 34135

ARTICLE XII **AMENDMENTS**

These Articles may be altered, amended or repealed by approving a proposed amendment prepared either by resolution of the Board of Directors or by written request by ten percent (10%) of the members of the Association. Such approval must be by a majority of the Board of

Directors and not less than two-thirds of the votes of the members of the Association voting in person or by proxy; or by not less than three-fourths of the votes of the members of the Association voting in person or by proxy; provided, however, that no amendment affecting the rights of the developer of the Subdivision shall be effective without the prior written consent of the developer.

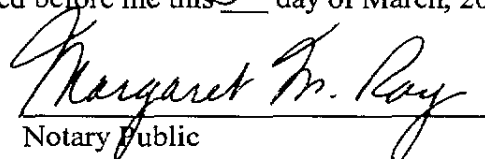
IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 5th day of March, 2004.


Ben Maltese

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 5th day of March, 2004, by BEN MALTESE.


Notary Public

Personally known X OR Produced Identification _____
Type of identification Produced _____



ACCEPTANCE OF REGISTERED AGENT

I hereby agree, as Registered Agent, to accept service of process, to keep the office open during prescribed hours, to post my name (and any other officers of said not-for-profit corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations provided for in the Florida Statutes.


Dean Hanewinkel, Registered Agent

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TALLAHASSEE, FLORIDA