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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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April 5, 2004

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: River Cove Landings Condominium III Association, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above referenced Not-For-Profit Corporation. A check is enclosed in the sum of \$78.75 for the filing fee and certified copy. Thank you for your assistance regarding this matter.

Sincerely,

A handwritten signature in black ink, consisting of several loops and a final flourish, representing William N. Asma.

William N. Asma, Esquire

WNA:sm
enclosures

**ARTICLES OF INCORPORATION FOR
RIVER COVE LANDINGS CONDOMINIUM III ASSOCIATION, INC.
A Not-for-Profit Corporation**

FILED
04 APR -7 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned Incorporators, desiring to form a corporation not for profit under Chapter 617, F.S., deliver for filing the following Articles of Incorporation for River Cove Landings Condominium III Association, Inc. ("Association"), pursuant to Section 617.0202, *Florida Statutes*.

**ARTICLE I
NAME AND ADDRESS**

The name of the corporation shall be River Cove Landings Condominium III Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation shall be referred to as the "Articles", and the Bylaws of the Association shall be referred to as the "Bylaws".

The address of the Association shall be 884 South Dillard Street, Winter Garden, Florida 34787

The name and address of the Registered Agent is William N. Asma, 884 South Dillard Street, Winter Garden, Florida 34787.

**ARTICLE II
PURPOSE**

The Association is formed for the purpose of maintaining, operating and managing a condominium established under Chapter 718, Florida Statutes known as River Cove Landings, a condominium. The Association is formed for the purpose of undertaking all of the functions contained herein, in the Declaration of Condominium, and all of the functions allocated to such association by the Florida Condominium Act, Chapter 718, F.S., and the Florida Not-for-Profit Corporation Act, Chapter 617, F.S.

**ARTICLE III
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium (the "Declaration") creating the condominium which is recorded in the Public Records of Citrus County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV POWERS

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

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the Bylaws and the Declaration (to the extent such limitations are not inconsistent with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

a. To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

b. To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

c. To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired, or leased by the Association.

d. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.

e. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Units' and Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

f. To approve or disapprove the leasing, transfer, Ownership and possession of Units as may be provided by the Declaration of Condominium and the Bylaws.

g. To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium Property.

h. To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its power and duties.

i. To employ personnel to perform the services required for the proper operation of the Condominium.

j. To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

k. To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

l. To assist, cooperatively, with River Cove Landings Master Association, Inc. in the administration and enforcement of the Master Declaration and Covenants, for River Cove Landings (hereinafter Master Documents) as the same is more particularly set forth in the Public Records of Citrus County, Florida, as amended and supplemented from time to time.

All funds and the title to all property acquired by the Association shall be held for the benefit of the Members in accordance with the provisions of the Declaration of Condominium, these Articles and the Bylaws.

ARTICLE V MEMBERSHIP AND VOTING

The qualification of members, the manner of their admission and the termination of membership, and voting by members shall be as follows:

5.1 The members of the Association shall all be record owners of a fee simple interest in one or more units in the Condominium.

5.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Citrus County, Florida, a deed or other instrument of conveyance and by delivery to the Association of a copy of such recorded instrument.

5.3. 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 Unit(s) owned by such member. The funds and assets of the

Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

5.4 On all matters on which the membership shall be entitled to vote, there shall be one (1) vote for each Unit in the Condominium (the "Voting Interest") which Voting Interest may be exercised or case by the Owner(s) of each Unit as will be provide for in the Bylaws.

Should any member own more than one Unit, such member shall be entitled to exercise or cast one Voting Interest for each such Unit, in the manner provide by the Bylaws.

ARTICLE VI TERM OF EXISTENCE

The term of the Association shall be perpetual.

ARTICLE VII INCORPORATOR

The name and address of the sole incorporator is William N. Asma, 884 South Dillard Street, Winter Garden, Florida 34787.

ARTICLE VIII OFFICERS AND DIRECTORS

8.1 The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association, or the spouse of a member. The term of the Directors shall be as provided in the Bylaws.

8.2 Directors of the Association shall be elected by the Members in the manner determined in the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided in the Bylaws.

8.3 The business of the Association shall be conducted by its Officers. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

ARTICLE IX INITIAL DIRECTORS

The names and address of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, as provided in the Bylaws, are as follows:

NAME	ADDRESS
Rudolph H. Akkerman	Willem De Zwijgerlaan 19 Sanport Noord Holland Netherlands 2082-BA
Marion Akkerman-Koper	Willem De Zwijgerlaan 19 Sanport Noord Holland Netherlands 2082-BA
Antonius Van Usen	Hertenlaan 29 CD, Den Holder Netherlands 3734

ARTICLE X INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him or her in connection with any proceedings to which he or she may be a party, or in which he or she may become involved, be reason of his or her being or having been a Director or Officer of the Association, where or not he or she is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, however, that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification the indemnifications herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. Such indemnification shall apply to both Developer-appointed and Association-elected directors. 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 XI BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Directors of the Association at a meeting at which a majority of the Directors is present, and, thereafter, the Bylaws may be altered or rescinded only as provided therein. . However, any such change of the Bylaws shall not affect the rights or interests of the Developer, its successors, or assigns, or a mortgagee of any Condominium property or any Unit without the written consent of the Developer and/or mortgagee, respectively.

ARTICLE XII AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 The Board shall adopt a resolution setting forth the proposed amendment and, if Members have been admitted, direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply..

12.2 Written notice setting forth the proposed amendment or a summary of the changed to be effected shall be given to each Member of record entitled to vote within the time and in the manner provided in these Articles for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting

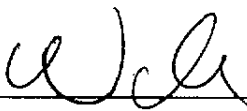
12.3 At such meeting having a quorum in attendance in person or by proxy, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted on receiving the affirmative vote of 75% of the number of votes cast by the Members in person or by proxy at such meeting.

12.4 Any number of amendments may be submitted to the Members and voted on by them at one meeting.

12.5 Notwithstanding anything in these Articles to the contrary , no amendment shall make any change in the qualifications for membership without approval in writing of all of the Members. No amendment shall be made that is in conflict with Chapter 718, F.S. , or the Declaration. no amendment which affects the rights and privileges provided

to the Developer in Chapter 718, F.S., or the Declaration shall be effective without written consent of the Developer. No amendment shall be effective until filed in accordance with the applicable Florida corporation laws and a certified copy of the Articles of Amendment to these Articles are recorded in the Public Records of Citrus County, Florida

IN WITNESS WHEREOF, I have set my hand and seal and caused these Articles of Incorporation to be executed this 5 day of April, 2004.



William N. Asma, Incorporator

Having been named as registered agent to accept service process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



William N. Asma

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 5th day of April, 2004, by William N. Asma, who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC
State of Florida at Large (Seal)
Sharon D. Morgan

My Commission Expires:

 Sharon D. Morgan
My Commission DD254108
Expires September 28, 2007