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From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
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FLORIDA NON-PROFIT CORPORATION

THE RIVERFRONT DECLARANT INC.

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ARTICLES OF INCORPORATION

OF

THE RIVERFRONT DECLARANT INC. (A corporation not for profit)

The following Articles of Incorporation for the formation of a not for profit corporation are submitted in accordance with Chapter 617 of the Florida Statutes.

ARTICLE 1

NAME

The name for the corporation shall be **THE RIVERFRONT DECLARANT INC.**

ARTICLE 2

PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 848 Brickell Avenue, Suite 700, Miami, Florida 33131.

ARTICLE 3

PURPOSE

The purpose for which the Corporation is organized is to act as the Declarant and to exercise all the rights and powers, and discharge all of the obligations, of the Declarant under the Declaration of Master Association Covenants, Easements and Restrictions for the River Front, as the same may be amended from time to time in accordance with the provisions thereof (the "Master Declaration"). The Master Declaration as the same appears in the public records of Miami-Dade County, Florida shall be the Master Declaration referred to in these Articles of Incorporation. The Corporation shall have all of the common law and statutory powers of a corporation not for profit, including, but not limited to, all of the powers and duties reasonably necessary to act as the Declarant and for the exercise of all rights and powers, and the discharge of all obligations, of the Declarant under the Master Declaration, and to do any and all things incidental thereto.

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ARTICLE 4

NOT FOR PROFIT

The Corporation shall make no distribution of income to its members, directors or officers.

ARTICLE 5

PERPETUAL EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 6

MEMBERS

The qualifications of members of the Corporation, the manner of their admission to membership, termination of such membership and voting by members shall be as set forth in the Bylaws of the Corporation.

ARTICLE 7

DIRECTORS

The number of directors of the Board of Directors of the Corporation shall not be less than three. The number of directors, their qualification and the manner in which they are to be elected shall be as provided in the Bylaws of the Corporation.

ARTICLE 8

INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the Corporation is Two Alhambra Plaza, Penthouse 1B, Coral Gables, Florida 33134 and the name of its initial registered agent at that address is Murai Wald Biondo Moreno & Brochin, P.A.

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ARTICLE 9

INCORPORATION

The incorporator of the Corporation is Murai Wald Biondo Moreno & Brochin, P.A., whose address is Two Alhambra Plaza, Penthouse 1B, Coral Gables, Florida 33134.

ARTICLE 10

INDEMNIFICATION

Every director and every officer of the Corporation shall be indemnified by the Corporation to the fullest extent permitted by law, including all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with 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 Corporation, whether or not he 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 duties; provided 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 indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of September, 2005.

Murai Wald Biondo Moreno & Brochin, P.A.

By: 

Rene V. Murai, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named in these Articles of Incorporation as registered agent for The Riverfront Declarant Inc., at the address set forth in these Articles of Incorporation, Murai Wald Biondo Moreno & Brochin, P.A. accepts such appointment and hereby certifies that it is familiar with and accepts the obligations of such position, this 28th day of September, 2005.

Murai Wald Biondo Moreno & Brochin, P.A.

By: 

Rene V. Murai, President

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