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RIVER COVE LANDINGS SINGLE FAMIOY HOMEONWER'S ASSOCI

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVER COVE LANDINGS SINGLE FAMILY HOMEOWNER'S
ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of this corporation pursuant to Chapter 617 of the Florida statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Amended and Restated Articles of Incorporation for such corporation.

**ARTICLE I
NAME**

The name of the corporation is River Cove Single Family Homeowner's Association, Inc. (hereinafter "Association").

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this corporation in the state of Florida will be 884 South Dillard Street, Winter Garden, Florida 34787. The name of the initial registered agent of this corporation is William N. Asma, P. A. The Board of Directors may from time to time designate a new registered agent.

**ARTICLE III
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is 2580 Channel Way Kissimmee, Florida 34746. The Board of Directors may from time to time move the registered office to any other address in Florida.

**ARTICLE IV
DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration of Covenants and Restrictions for River Cove Landings Single Family to be recorded in the Public Records of Citrus County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

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ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall be a not-for-profit entity, the principal purpose of which is to engage in every aspect and phase of the business of property management, including but not limited to owning and conveying property, maintenance, operation and improvement of the real property being managed by the corporation and any lawful act or activity for which non-profit corporations may be organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration these Articles, or the Bylaws, including establishing rules and regulations and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property and Areas of Common Responsibility. Except to the extent maintenance of any portion of the surface water management system has been assumed by any governmental authority, the Association shall 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 in a manner consistent with the permit requirements and applicable District rules. The Association may, contract for services to provide the operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company. In addition to regular assessments, the Association shall levy and collect adequate assessments against Members of the Association for the costs of operation maintenance and management of the Surface Water Management System.

ARTICLE VI
MEMBERSHIP AND VOTING RIGHTS

Every person or entity who is a record owner of a fee or undivided fee interest in any parcel which is subject by covenants of record to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of any obligation shall not be a member.

Change in membership in the Association shall be established by recording in the Public records of Citrus County, Florida, a deed or other instrument establishing a record title to a parcel in the development. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

The Association shall have two classes of voting membership:

Class A: Class A members shall be all the owners with the exception of the Developer. Class A members shall be entitled to one vote for each parcel in which they hold the interests

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required for membership. When more than one person holds such interest or interests in any parcel, all such persons shall be members and the vote for such parcel shall be exercised as they, among themselves, determine but in no event more than one vote be cast with respect to any such parcel.

Class B: Class B members shall be the Developer and shall be entitled to four (4) votes for each parcel owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

1. When the total votes outstanding in the Class A membership equal the total votes outstanding in Class B membership, or

2. When the Developer elects to surrender control of the Association to the members. The Association shall have one class of voting membership which shall be all the owners of lots within the development. The members shall be entitled to one vote for each lot in which they hold the interests required for membership. When more than one person holds such interest or interests in any lot, all such persons shall be members and the vote for such lot shall be exercised as they, among themselves, determine but in no event more than one vote be cast with respect to any such lot.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be three.

B. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the members, but shall never be less than three.

C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are either elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Rudolf Akkerman	2580 Channel Way Kissimmee, Florida 34746
Marjon Koper- Akkerman	2580 Channel Way Kissimmee, Florida 34746
Frank Robin Akkerman	2019 Pitch Way Kissimmee, Florida 34746

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ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of this corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
William N. Asma	884 South Dillard St. Winter Garden, FL 34787

ARTICLE IX
AMENDMENT TO ARTICLES

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

Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed is considered.

Resolution: A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by twenty-five (25%) of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than sixty six and 2/3 per cent (66 2/3%) of the members of the Association.

Approval: No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the properties. No amendments shall be made that is in conflict with the Declaration of Covenants, Conditions and Restrictions or the laws of the State of Florida.

ARTICLE X
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered amended or rescinded n the manner provided therein.

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person of the Association who is made a party, or is threatened to be made party, to any threatened, pending, or contemplated action, suit or proceedings by reason of the fact that he is or was a director, officer,

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committee member, employee or agent of the Association, from and against expenses reasonably and actually incurred (including reasonable attorney's fees for pretrial, trial or appellate proceedings) judgments, fines and amounts paid in defense or settlement, in connection with an action, suit or proceeding, including an action or suit by or in the right of the Association.

Section 2. Any indemnification under Section 1 (unless ordered by a Court) shall be made by the Association only as authorized in the specific case, upon a determination by the Board that indemnification of the director or officer, committee member, employee or agent is proper in the circumstances because he has acted in good faith and had not reasonable cause to believe his conduct was unlawful. Such determination shall be made by a majority vote of disinterested members of the Board of Directors, if at least three Directors are disinterested, or if such quorum is not obtainable (or even if obtainable, if a quorum of disinterested Directors so directs) by a majority vote of the Members of the Association.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association, or for any action of a director, officer, committee member, agent or employee of the Association for which indemnification is deemed to be against public policy. In the event that indemnification provided under this Article is deemed to be against public policy, such an event shall not invalidate or affect any other right or indemnification herein provided.

Section 4. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director, officer, committee member, agent or employee of the Association in any of his capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 5. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, but itself, create a presumption that the person did not act in good faith, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his conduct was unlawful.

Section 6. Expenses incurred in defending any action, suit or proceeding may be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be authorized by the Board of Directors in each specific case only after receipt and approval by the Association of an itemization of the expenses to be paid.

Section 7. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors, officers, committee members, employees or agents may be entitled under the Association's By-laws, agreement, vote of members or disinterested Directors or otherwise both as to actions in their official capabilities and as to action in another

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capacity, while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 8. Any person requested indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement (as described above). The Association shall indemnify such person (if entitled to the indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

ARTICLE XII
INDEMNIFICATION OF INCORPORATOR

The corporation shall indemnify any incorporator or registered agent to the full extent permitted by law.

ARTICLE XIII
DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted by such entity, then the surface water management system facilities shall be conveyed to non-profit corporation similar to the Association.

ARTICLE XIV-TERM OF EXISTENCE

This corporation shall exist perpetually.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Amended and Restated Articles of Incorporation at 884 South Dillard Street, Winter Garden, Florida 34787, this 1 day of Feb 2009.

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors. There are no members entitled to vote.



William N. Asma

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STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared William N. Asma personally known to me to and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth herein.

WITNESS my hand and official seal in the County and State aforesaid this 2 day of Feb 2009.

Sharon D. Morgan
Notary Public

Print Name

My commission Expires:



Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of statutes relative to the property and complete performance of my duties.

W N Asma
WILLIAM N. ASMA

Date: 2-2-09

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