



**AMENDED ARTICLES OF INCORPORATION  
OF**

**RIVERSEDGE DOCK ASSOCIATION OF BROWARD, INC.**

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

The name of the corporation shall be: RIVERSEDGE DOCK ASSOCIATION OF BROWARD, INC., which corporation shall hereinafter be referred to as the "Association".

**ARTICLE II**

**Purpose**

The purposes and objects of the Association shall be to administer the operation and management of the improvements and common amenities to be located on certain property in Broward County, Florida, legally described as:

See Exhibit A attached hereto and made a part hereof.

Such operation and management shall be in contemplation of and pursuant to the Declaration of Covenants and Restrictions of RIVERSEDGE ("Declaration of Covenants and Restrictions"), as the same are recorded or to be recorded in the Public Records of Broward County, Florida. The Association shall own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of same in order to foster a harmonious living environment for the owners of the six (6) docks (the "Docks") to be constructed on the property hereinabove described, hereinafter referred to as the "Property" and any other docks that may be constructed in accordance with these articles and the Declaration of Covenants.

**ARTICLE III**

**Powers**

The Association shall have the following powers:

The Association shall have all of the powers reasonably necessary and convenient to implement the purposes of the Association, as hereinabove set forth including, but not limited to, the following:

- a. To make, establish and enforce reasonable rules and regulations governing the use of the driveways and common amenities pursuant to the Declaration of Covenants and Restrictions.
- b. To make and collect assessments against the members of the Association to defray the costs, expenses and losses incident to the Property and the Association.
- c. To use the proceeds of assessments in the exercise of its powers and duties.
- d. To undertake the maintenance, repair, replacement and operation of the common amenities of the Property and the property owned or leased by the Association for the benefit of its

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members.

e. To purchase insurance upon the Property and insurance for the protection of the Association and its members.

f. To enforce by legal means the provisions of the Declaration of Covenants and Restrictions, these Articles of Incorporation, the By-Laws of the Association and the rules and regulations for the use of the driveways and common amenities.

g. To contract for the management, maintenance, repair and replacement of the driveways and common amenities and the Property, in general.

h. To employ personnel and/or independent contractors necessary to perform the services required for the proper operation of the business of the Association.

i. All powers set forth in Section 617.0302, Florida Statutes (1997) not otherwise set forth herein.

2. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members accordance with the provisions of the Declaration of Covenants and Restrictions.

2.1 The Association shall make no distribution of income (in the form of dividends) to its members, directors or officers.

2.2 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Covenants and Restrictions and the By-Laws of the Association.

#### **ARTICLE IV Members**

The members of the Association shall consist of all of the record owners of the six (6) docks (the "Docks") located on the Property.

Transfer of membership in the Association shall be established by the recording in the Public Records of Broward County, Florida, of a deed establishing record title to a Dock and the delivery to the Association of a certified copy of such instrument; and the owner or owners designated by such instrument shall thereby become a member or members of the Association. The membership in the Association of the prior owner or owners shall thereby be simultaneously terminated.

The share of a member in the funds and the assets of the Association cannot be assigned, hypothecated and/or transferred in any manner, except as an appurtenance to his or her Dock.

The members of the Association, singularly or collectively, shall be entitled to only one (1) vote for each dock owned. The exact manner of exercising the voting rights when there are two (2) or more owners of a dock shall be determined by the By-Laws of the Association.

**ARTICLE V**  
**Directors**

1. The affairs of the Association shall be managed by a Board consisting of the number of directors as shall be determined by the By-Laws of the Association, but such number shall not be less than one (1). In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.

The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The initial directors of the Association shall be:

<u>Name</u>	<u>Address</u>
Paul Vigil	4581 Weston Rd., #375, Weston, Fl. 33331
Fred Hoffman	45 Brinker Rd. Barrington Hills, Illinois 60010
Chad Van Allen	457 SW 5 <sup>th</sup> Ave., Ft. Lauderdale, Fl. 33315

**ARTICLE VI**  
**Officers**

The directors herein named shall serve until the first election of the directors by Association members, and any vacancies in their numbers occurring before the first election shall be filled by the remaining directors.

The names and addresses of the members of the first Board of Directors who shall hold office until their respective successors are elected and have qualified, or until removed, are as follows:

The affairs of the Association shall be administered initially by the officers named in these Articles of Incorporation. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association, are as follows:

<u>Name</u>	<u>Office</u>
Paul Vigil	President
Fred Hoffman	Secretary/Treasurer
Chad Van Allen	Vice President

**ARTICLE VII**  
**Indemnification**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel 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, by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement 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 VIII**  
**By-Laws**

The first By-Laws of the Association shall be adopted by the Board of Directors named herein, and the same may be altered, amended or rescinded in the following manner:

1. A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approval must be by either:

- 1.1 Not less than 2/3 percent of the Dock owners; or
- 1.2 By all the directors, until the first election of directors.

**ARTICLE IX**  
**Amendments**

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

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

A resolution approving a proposed amendment may be proposed by either the Board of Directors or by any one or more members of the Association. Directors and members not present in person or by proxy at the meetings considering the amendment may express their respective approvals in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting.

Except as elsewhere provided, such approvals must be by not less

than 2/3 percent of the members of the Association.

A copy of each amendment to the Articles of Incorporation, as approved, shall be filed with the Office of the Secretary of State and recorded in the Public Records of Broward County, Florida, and the same shall have attached thereto a description of the Property.

Notwithstanding the foregoing provisions of this Article IX, until the Developer has relinquished control of the Association as hereinabove provided, no amendments of these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns and member approval shall not be required.

**ARTICLE X**  
**Term**

This Association shall have perpetual existence. If the Association is dissolved, the surface water management system, property containing the surface water management system and water management portions of common areas shall be conveyed to an agency of local government determined to be acceptable by the South Florida Water Management District. If the local government declines to accept the conveyance, then the surface water management system, property containing the surface water management system and water management portions of common areas shall be dedicated to a similar non-profit corporation.

**ARTICLE XI**  
**Resident Agent**

The resident agent of the Association shall be Paul Vigil, 3201 Huntington, Weston, Florida 33332.

**ARTICLE XII**  
**Initial Address**

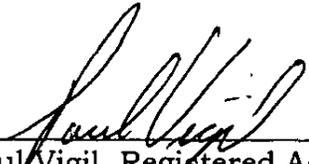
The initial address of the Association shall be 457 SW 5<sup>th</sup> Ave., Ft. Lauderdale, Fl. 33315

In witness whereof we have hereunto set our hands and seals, acknowledged and filed the foregoing Amended Articles of Incorporation under the laws of the State of Florida this 24 day of February, 2010.

  
\_\_\_\_\_  
Paul Vigil, President

  
\_\_\_\_\_  
Chad Van Allen, Vice-President

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

  
\_\_\_\_\_  
Paul Vigil, Registered Agent