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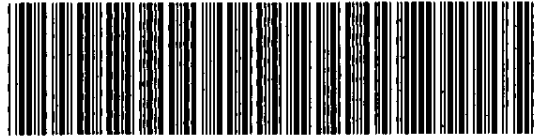
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

✓

FEB 2 2010

Richard E. Larsen\*\*  
Frank A. Ruggieri†  
Thomas R. Slaten, Jr.†  
John C. Palmerini\*\*  
Patryk Ozim  
M. Florence King  
Jason A. Martell  
*Shareholder*  
*\*Admitted in Florida and Illinois*  
*\*\*Admitted in Florida and*  
*District of Columbia*



**LARSEN & ASSOCIATES, P.A.**  
*Attorneys and Counselors at Law*

*Reply to:*  
**ORLANDO OFFICE**  
300 S. Orange Ave., Suite 1200  
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Facsimile: 407.841.6686

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Jacksonville, Florida 32207  
Telephone: 904.371.1934  
Facsimile: 904.339.9955

January 28, 2010

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

RE: Articles of Incorporation of River Club Park of Commerce Property  
Owners' Association, Inc.

To Whom It May Concern:

Enclosed, please find the Articles of Incorporation of River Club Park of  
Commerce Property Owners' Association, Inc., revised pursuant to your request to  
include the property address for the Association.

Your prompt attention to this matter is greatly appreciated. Please feel free to  
contact me should you require any further information.

Sincerely,



Patryk Ozim

PO/mg  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 14, 2010

LARSEN & ASSOCIATES, P.A.  
ATTN: PATRYK OZIM  
300 S ORANGE AVE STE 1200  
ORLANDO, FL 32801

SUBJECT: RIVER CLUB PARK OF COMMERCE PROPERTY OWNERS'  
ASSOCIATION, INC.  
Ref. Number: W10000002022

We have received your document for RIVER CLUB PARK OF COMMERCE  
PROPERTY OWNERS' ASSOCIATION, INC. and your check(s) totaling \$70.00.  
However, the enclosed document has not been filed and is being returned for the  
following correction(s):

The Florida Statutes require an entity to designate a street address for its  
principal office address. A post office box is not acceptable for the principal office  
address. The entity may, however, designate a separate mailing address. The  
mailing address may be a post office box.

If you have any further questions concerning your document, please call (850)  
245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 410A00001178

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**RIVER CLUB PARK OF COMMERCE PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned, acting as Incorporator of a Corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for the purposes set forth below.

**ARTICLE I**

NAME: The name of the corporation is **River Club Park of Commerce Property Owners' Association, Inc.**, hereafter referred to as the "Association." The principal office address and mailing address shall be 209 Town Center Blvd., Davenport, FL 33896.

**ARTICLE II**

PURPOSE AND POWERS: The Association is being established in connection with that certain residential real estate development commonly known as "River Club Park of Commerce." The purpose for which the Association is organized is to provide an entity for the maintenance and preservation of the residential lots, Common Areas, and such other areas located within River Club Park of Commerce which will be made subject to a Declaration of Covenants and Restrictions ("Declaration"), or such other areas over which the Association may own or acquire easement or other rights which are outside the subdivision, and to maintain the Common Area and other areas including, but not limited to, landscape areas, signage, entrance ways, roads, open spaces, landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffer.

The Association is organized and shall exist as a Corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Corporation not for profit except as limited or modified by these Articles of Incorporation, the Declaration or Chapter 617 and Chapter 720, Florida Statutes, as it may hereafter be amended, including, but not limited to, the following:

- (A) To make and collect Assessments against Members of the Association to defray the costs, expenses and losses of the River Club Park of Commerce Property Owners' Association, Inc., and to use the proceeds of Assessments in the exercise of its powers and duties.

- (B) To protect, maintain, repair, replace and operate the Common Areas.
- (C) To purchase insurance upon the Association property for the protection of the Association and its Members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable Rules and Regulations governing the use of the Common Areas, Lots and the operation of the Association.
- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of Lots, as provided by the Declaration.
- (G) To enforce the provisions of the Declaration, these Articles of Incorporation and the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of Common Areas to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the Membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.
- (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 and personal property in connection with the affairs of the Association.
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any Mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.
- (L) To maintain landscape buffer areas, lakes, water retention and management areas, active and passive recreation areas, drainage systems, conservation areas and conservation buffers as may be required by the Declaration.
- (M) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the

requirements of Southwest Florida Water Management District permit and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

- (N) To calculate and collect contributions for maintenance of the Drainage Facilities from its users pursuant to the Declaration.

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, these Articles of Incorporation and the Bylaws.

### ARTICLE III

#### MEMBERSHIP:

The Properties are comprised of thirteen (13) Lots and two (2) Tracts of Real Property as identified on the recorded Plat and referred to as follows:

Lot 1, Lot 2, Lot 3, Lot 4, Lot 5a, Lot 5b, Lot 5c, Lot 6, Lot 7, Lot 8, Lot 9, Lot 10  
Lot 11, Tract 1, Tract 2.

At the time of the recording of this Declaration each of these Lots are either owned by the Declarant or one of the Landowners as described elsewhere herein. The names given to each of the Lots may change as development progresses.

There shall be three (3) different classes of Members of the Association:

CLASS A. Class A Members shall be the Landowners, their successors and assigns, with the exception of the Declarant. It is anticipated that future Homeowners or Condominium Associations may be established on one or more of the Lots. At the time that any such Declaration of Condominium, Declaration of Homeowners' Association or other such Covenants and Restrictions are recorded, the Association thereby created governing said Lot will become the Member of the River Club Park of Commerce Property Owners' Association, Inc. At such time, the Landowner of that Lot shall be terminated as a Member of the Association. The Board of Directors of any such Sub-Association shall exercise the voting and membership rights of the Sub-Association Member.

CLASS B. The Class B Member shall be the Declarant, who shall be entitled to three (3) votes for every vote entitled to a Landowner under Section below. Declarant shall retain its Class B voting Status and rights until Turnover as defined in Article VIII of this Declaration. At turnover, Declarant's Class B Membership shall

be converted to Class A Membership.

**CLASS C.** Class C Members shall be the record title owner(s) of Tract 1 and Tract 2, and their successors and assigns, as depicted in the recorded Plat for the River Club Park of Commerce. Class C Members shall be non voting members of the Association and shall not be liable for any assessments. This Paragraph may not be amended without the consent of the entire Class C Membership.

**VOTING RIGHTS:**

Each Class A Member of the Association shall have the following votes in matters requiring the vote of the Membership:

Lot 1	4
Lot 2	9
Lot 3	10
Lot 4	22
Lot 5a	10
Lot 5b	5
Lot 5c	5
Lot 6	10
Lot 7	5
Lot 8	4
Lot 9	6
Lot 10	5
Lot 11	5

**ARTICLE IV**

**TERM:** The term of the Association shall be perpetual. However, if the Association is dissolved, the control or right of access to the property containing the Surface Water Management System facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the Surface Water Management System facilities shall be conveyed to a non-profit Corporation similar to the Association.

**ARTICLE V**

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

**ARTICLE VI**

**DIRECTORS AND OFFICERS:**

- (A) The affairs of the Association will be administered by a Board of three (3) Directors. Directors need not be Members of the Association.
- (B) Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall serve three (3) year terms beginning at the first meeting after the Annual Meeting of the Members of the Association, and they shall serve the pleasure of the Board.

#### ARTICLE VII

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

- (A) Proposal. Amendments to these Articles of Incorporation may be proposed by a majority of the Board.
- (B) Procedure. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board, such proposed Amendment or Amendments shall be submitted to a vote of the Members not later than the next Annual Meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any Annual or Special Meeting, provided that notice of any proposed Amendment has been given to the Members of the Association, and that the notice contains a fair statement of the proposed Amendment.
- (D) Effective Date. An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Manatee County, Florida.
- (E) Declarant Amendment. As long as there remains a Class B Membership, the Declarant will have the right to amend these Articles of Incorporation without obtaining the consent of the Association's Membership. As long as there remains a Class B Membership, no Amendment to these Articles of Incorporation shall be effective without the written consent of the Declarant.



**ARTICLE VIII**

**REGISTERED AGENT:**

The registered office of the Association shall be at:

300 S. Orange Ave, Suite 1200  
Orlando, FL 32801

The registered agent at said address shall be:

Richard E. Larsen, Esq.

**ARTICLE IX**

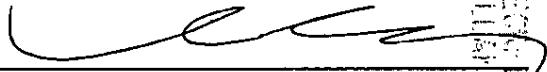
**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or Officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or Officers appointed by the Declarant, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

IN WITNESS WHEREOF, the undersigned has executed these Articles Incorporation this 17th day of December, 2009.

**INCORPORATOR**

  
Heidi J. Marling  
209 Town Center Blvd.  
Davenport, FL 33896

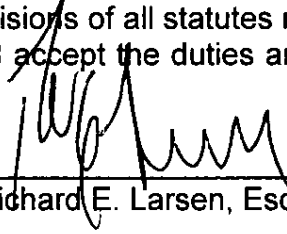
Dated: Dec 17 2007

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 FEB - 1 PM 4: 34

FILED

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 Florida Statutes.

  
Richard E. Larsen, Esq.