

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
RIVER GLEN MASTER ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION
OF
RIVER GLEN MASTER ASSOCIATION, INC.**

(a Florida Corporation Not For Profit)

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not-for-profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is RIVER GLEN MASTER ASSOCIATION, INC. (the "Association").
2. Principal Office. The initial principal office of the Association is at located at 701 S. Olive Avenue, Suite 104, West Palm Beach, Florida 33401.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 1201 Hays Street, Tallahassee, Florida 32301. The name of the registered agent of the Association is Corporation Services Company.
4. Definitions. An agreement entitled River Glen Cost Sharing Agreement (the "Cost Sharing Agreement") to which these Articles of Incorporation shall be attached, will govern the operations of the "Shared Facilities" (as defined in the Cost Sharing Agreement) in the community known as River Glen in Martin County, Florida. All initially capitalized terms not defined herein shall have the meanings set forth in the Agreement or Bylaws.
5. Purpose of the Association. The Association is formed to:
 - 5.1 Provide for the operation, maintenance and preservation of the Shared Facilities and improvements thereon.
 - 5.2 Perform the duties delegated to it in the Agreement.
6. Not-for-Profit. The Association is a Florida corporation not for profit and does not contemplate pecuniary gain to, or profit for, its members.
7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Agreement, have all powers, privileges, and duties allowed by law and/or which are reasonably necessary to discharge its obligations, including, without limitation, the following:
 - 7.1 To perform all the duties and obligations of the Association as set forth in the Agreement, these Articles of Incorporation, and the Bylaws.
 - 7.2 To enforce, by legal action or otherwise, the provisions of the Agreement, these Articles of Incorporation, the Bylaws, and the rules governing or binding the Association.
 - 7.3 To operate, repair, maintain and replace the Shared Facilities, and all such activities that are reasonably necessary in connection therewith.
 - 7.4 To fix, levy, collect and enforce payment by any lawful means, of all Shared Facilities Payments payable pursuant to the terms of the Agreement.

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7.5 To pay all Association expenses including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Shared Facilities.

7.6 To maintain insurance coverage pursuant to the terms of the Agreement.

7.7 To adopt, publish, promulgate or enforce rules governing the Association and the Shared Facilities, and to effectuate all of the purposes for which the Association is organized.

7.8 To employ personnel and retain independent contractors to contract for management of the Association and the Shared Facilities, and to delegate in such contract all or any part of the powers and duties of the Association.

7.9 To contract for services to be provided to, or for the benefit of, the Association, owners within River Glen, and the Shared Facilities, as provided in the Agreement including, without limitation, maintenance, garbage pick-up, and utility services. The foregoing rights shall not be deemed to impose any obligation on the Association to provide such services.

7.10 To enter into agreements and/or contracts with the SFWMD under which the Association shall perform certain maintenance, management and/or other agreed-upon services for the SFWMD.

7.11 To enter into agreements and/or contracts under any Preserve Area Management Plan under which the Association may perform certain maintenance, management and/or other agreed-upon services with respect to the Shared Facilities.

The Board may employ for the Association a professional management agent or agents at a compensation established by the Board to perform such duties and services stated in these Articles of Incorporation as the Board shall authorize.

8. Association Lawsuits. The Board shall have no duty to bring suit against any party, and the Board is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.

9. Members and Members' Voting Rights. The Association shall have two (2) members. One member shall be the River Glen Condominium Association, Inc., and the other member shall be River Glen Townhome Association, Inc. The Members shall have the voting rights set forth in the Bylaws.

10. Board of Directors. The affairs of the Association shall be managed by a Board of either (3) or five (5) members. The initial number of directors shall be three (3). From and after the expiration of the KH River Glen Control Period (as defined in the Cost Sharing Agreement), Directors shall be appointed as provided for in the Bylaws. The names and addresses of the initial members of the Board, who shall hold office until their successors are appointed or otherwise removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Doug Bruk	701 S. Olive Avenue, Suite 104 West Palm Beach, FL 33401
Scott Morton	701 S. Olive Avenue, Suite 104 West Palm Beach, FL 33401
Dixie Yeager	7518 SW Herrington Lane, #14-95 Stuart, Florida 34997

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11. Dissolution. In the event of a dissolution of the Association, other than incident to a merger or consolidation, any Member may petition the Circuit Court having jurisdiction over River Glen for the appointment of a receiver to manage the affairs of the dissolved Association and to manage the Shared Facilities in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association its properties.

12. Duration. The Association's existence shall be perpetual.

13. Amendment(s). Notwithstanding any other provision herein to the contrary, amendment of these Articles of Incorporation shall require the unanimous consent of the Members.

14. Limitations. Notwithstanding any other provision herein to the contrary, in no event shall the Association take any action that is detrimental to the sales of residences in the Townhome Community by KH River Glen LLC, a Florida limited liability company ("KH River Glen"), without the prior written consent of KH River Glen. This Section 14 shall not be amended without the written consent of KH River Glen, so long as KH River Glen owns any property within the Townhome Community.

15. Officers. The Board shall elect as President, Secretary, Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the current Officers, who shall serve until their successors are elected by the Board are as follows:

Doug Bruk	-	President
Scott Morton	-	Vice President/Treasurer
Dixie Yeager	-	Secretary

16. Transactions in Which Directors or Officers are Interested Parties. No contract or transaction between the Association and any one (1) or more of its Directors and/or Officers or Declarant, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Officers and/or Directors is an officer, director, or employee, or is otherwise affiliated or holds an interest in such entity (whether or not legally recognized), shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officer's or Director's vote is counted for such purpose. No Director or Officer shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors or Officers shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorizes the contract or transaction.

17. Incorporator.

The name and address of the Incorporator is as follows:

Doug Bruk
701 S. Olive Avenue
Suite 104
West Palm Beach, FL 33401

18. Severability. Invalidation of any of the provisions of these Articles of Incorporation by judgment or court order shall in no way affect any other provision, and the remainder of these Articles of Incorporation shall thereafter remain in full force and effect.


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IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation as of the
17th day of June, 2014.



Doug Brink

CONSENT OF REGISTERED AGENT

Corporation Service Company, whose street address is 1201 Hays Street, Tallahassee, Florida 32301, hereby consents to its designation as Registered Agent in the foregoing Articles of Incorporation, and states that it is familiar with, and accepts, the obligations of that position as provided for in Section 617.0501, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Carina L. Dunlap Carina L. Dunlap
Asst. Vice President
Carina L. Dunlap, Asst. Vice President