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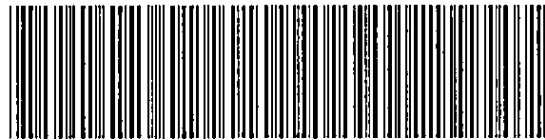
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Riverstone at

Towne Park Phase 2

Homeowners' Association, Inc.

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Signature _____

Requested by: Seth

03/02/20

Name

Date

Time

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVERSTONE AT TOWNE PARK PHASE 2 HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

Riverstone at Towne Park Phase 2 Homeowners' Association hereby adopts the following amended and Restated Articles of Incorporation which amends and restates the original Articles of Incorporation of Riverstone Towne Park Phase 2 Homeowners Association, Inc. originally filed with the Florida Department of State, Division of Corporations July 25, 2019, and assigned document number N19000007859 (the "Original Articles").

In accordance with the relevant provisions of Florida Statutes, as amended, the following Amended and Restated Articles of Incorporation, shall, effective upon filing with the Florida Department of State, Division of Corporations, amend, restate, and supersede the Original Articles in their entirety to read as follows:

**ARTICLE I
NAME**

The name of this corporation shall be RIVERSTONE AT TOWNE PARK PHASE 2 HOMEOWNERS' ASSOCIATION, INC. ("Association").

**ARTICLE II
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation ("Articles") with the Florida Department of State, Division of Corporations. The Association shall have perpetual existence.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association is organized for the purpose of enforcing and fulfilling the objectives and purposes stated in the Governing Documents (as that term is defined in that certain Declaration of Covenants, Conditions, Easements and Restrictions for Riverstone at Towne Park Phase 2, as same may from time to time be amended or supplemented (the "Declaration"), to be recorded in the Public Records of Polk County, Florida). Capitalized terms used above or herein without definition shall have the same meanings given or ascribed to such terms in the Governing Documents. The Association shall have all the powers of a not-for-profit corporation organized under Chapter 617 of the Florida Statutes, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in the Governing Documents or the Association Act. The Association shall have the power to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Association pursuant to the Governing Documents and/or the Association Act, including, but in no way limited to: (i) ownership, operation, management, administration, maintenance, repair, replacement and insurance of the Common Areas and Areas of Common Responsibility; (ii) the levy and collection of Assessments; and (iii) to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the

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duties or powers of the Association as specified in the Governing Documents and/or under the Association Act.

ARTICLE IV
PRINCIPAL OFFICE

The initial principal place of business and mailing address of the Association is c/o Prime Community Management, LLC, 346 East Central Avenue, Winter Haven, Florida 33880.

ARTICLE V
REGISTERED OFFICE AND AGENT

Prime Community Management, LLC, whose address is 346 East Central Avenue, Winter Haven, Florida 33880, is hereby appointed the registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner and order:

- 6.1 As required by Florida law;
- 6.2 As set forth in the Declaration;
- 6.3 Any portion of the Property then owned by Declarant and that has not been theretofore conveyed or dedicated to the Association shall be automatically deemed withdrawn by Declarant, with Declarant thereafter authorized to further evidence the withdrawal of said Property by execution of a Supplemental Declaration describing the real property withdrawn, which Declarant may then record in the Public Records; and

6.4 Except as otherwise set forth in the Declaration, conveyance to a not-for-profit corporation homeowners' association similar to the Association or conveyance or dedication to any applicable Governmental Authority determined by the Board to be appropriate for such conveyance or dedication, which Governmental Authority is willing to accept such conveyance or dedication, of any property, duties, and responsibilities of the Association, which association or Governmental Authority shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Surface Water Management System and Conservation Easement Areas, such obligation must be transferred to and be accepted by an entity which satisfies the requirements of Rule 62-330.310 of the Florida Administrative Code, and District Applicant's Handbook Volume 1, Section 12.3 and be approved by the District prior to such dissolution. If no other association or Governmental Authority will accept such property, duties and responsibilities, then it will be conveyed to a trustee appointed by the Circuit Court of Polk County, Florida, which trustee shall sell such property free and clear of the limitations imposed by the Governing Documents upon terms established by the Circuit Court of Polk County, Florida. That portion of the Property consisting of the Surface Water Management System and Conservation Areas cannot be altered, changed or sold separate from the lands

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associated therewith. The proceeds of such a sale shall first be used for the payment of any debts or obligations constituting a lien on such property, then for the payment of any obligations incurred by the trustee in the operation, maintenance, repair and upkeep of such property. The excess proceeds, if any, from the property shall be distributed among Members in a proportion that is equal to the proportionate share of such Members in the Common Expenses of the Association.

ARTICLE VII **MEMBERSHIP**

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Governing Documents, any Rules and Regulations and the Association Act.

ARTICLE VIII **VOTING RIGHTS**

A Member's right to vote in Association matters shall vest as set forth in the Declaration. All voting rights of a Member shall be exercised in accordance with and subject to the terms, conditions, restrictions and limitations provided in the Governing Documents.

ARTICLE IX **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by the Board, who shall be appointed or elected pursuant to the provisions of the Declaration and the Bylaws. The number of Directors constituting the initial Board shall be three (3). The names and addresses of the persons who are

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to act in the capacity of initial Directors until the election and qualification of their successors as provided in the Declaration and the Bylaws are:

<u>Name:</u>	<u>Address:</u>
Andrew Rhinehart	346 E. Central Avenue Winter Haven, FL 33880
Lauren O. Schwenk	346 E. Central Avenue Winter Haven, FL 33880
Albert S. Cassidy	346 E. Central Avenue Winter Haven, FL 33880

ARTICLE X
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the Declaration and the Bylaws. The names and addresses of the persons who are to act in the capacity of Officers until the appointment/election and qualification of their successors are:

<u>Name/Office:</u>	<u>Address:</u>
Andrew Rhinehart President	346 E. Central Avenue Winter Haven, FL 33880
Lauren O. Schwenk Vice-President	346 E. Central Avenue Winter Haven, FL 33880
Albert S. Cassidy Secretary/Treasurer	346 E. Central Avenue Winter Haven, FL 33880

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ARTICLE XI
AMENDMENT

These Articles may be amended, supplemented and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented and modified.

ARTICLE XII
INDEMNIFICATION

12.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his or her being or having been a Director or Officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he or she so serves the Association at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest 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.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the Directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he or she is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of these Articles.

ARTICLE XIII
BYLAWS

The initial Bylaws shall be adopted by the Board and may be amended, supplemented and modified at any time and from time to time in the same manner that the Declaration may be amended, supplemented, and modified.

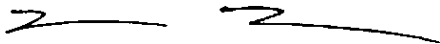
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ARTICLE XIV
NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

The amendment(s) and restatement(s) was/were adopted by the members on March 2, 2020 and the number of votes cast for the amendment(s) and restatement(s) was/were sufficient for approval.

IN WITNESS WHEREOF, the undersigned has signed these Articles this 2nd day of March, 2020.



Mark W. Mangen, Attorney in fact.

Dated this 2nd day of March, 2020

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NOTARY PUBLIC
STATE OF CALIFORNIA

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to the provisions of Chapters 48 and 617 of the Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("Certificate") in designation of the registered office and registered agent in the State of Florida.

RIVERSTONE AT TOWNE PARK PHASE 2 HOMEOWNERS' ASSOCIATION, INC., desiring to organize as a not for profit corporation under the laws of the State of Florida, with its registered office at 346 East Central Avenue, Winter Haven, Florida 33880, has named Prime Community Management, LLC, whose address is, located at the above-registered office, as its registered agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named as registered agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida, accept to act as registered agent for the above-stated corporation, and agree to comply with the provisions of all laws applicable to the performance of such office.

Prime Community Management, L.L.C., a Florida
limited liability company, as Registered Agent

By: _____

Name: Lauren O. Schwenk

Its: Manager

Dated: March 2, 2020

(Seal)

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IN AND FOR THE COUNTY OF POLK
FLORIDA