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FLORIDA PROFIT/NON PROFIT CORPORATION

River's Edge Townhome Owners Association, Inc.

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**ARTICLES OF INCORPORATION OF
RIVER'S EDGE TOWNHOME OWNERS ASSOCIATION, INC.**

In accordance with Chapter 617, F.S., as of the date provided for herein below, the undersigned hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation (these "Articles" or "Articles of Incorporation") for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME. The name of this corporation is **RIVER'S EDGE TOWNHOME OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in these Articles of Incorporation as the "**Association**."

ARTICLE II - DURATION. Existence of the Association commenced with the filing of the Articles with the Florida Secretary of State, shall continue and shall have a 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 Declaration of Covenants, Conditions, Easements and Restrictions for Townhomes at River's Edge (the "Declaration") recorded or to be recorded in the Public Records of Seminole County, Florida. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a not for profit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, the Declaration or the Association Act. The Association shall have the power and obligation to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, (1) the ownership and maintenance of all Common Property, (2) the levy and collection of Assessments, charges and fines against Members of the Association and their respective Property, and (3) 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 as specified in the Declaration. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, Directors or Officers (as that term is defined in the Bylaws).

ARTICLE IV - PRINCIPAL OFFICE. The initial principal office and mailing address for the Association shall be 711 N. Orlando Ave., Ste. 302, Maitland, Florida 32751. The Association may change its principal office from time to time.

ARTICLE V - REGISTERED OFFICE AND AGENT. LLEB Agent Services, Inc., whose address is 111 N. Magnolia Avenue, Suite 1400, Orlando, Florida 32801 Attn: Peter G. Latham, President, is the current 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 matter: Conveyance to a not for profit corporation homeowners' association similar to the Association or dedication to any applicable municipal or other governmental authority determined by the Board to be appropriate for such dedication, which

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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 herein any such capacity, or arising out of his or her 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 of Incorporation.

ARTICLE XIII - BYLAWS. The Bylaws of the Association may be altered, amended or rescinded in the manner provided in the Bylaws.

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.

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The undersigned has signed these Articles of Incorporation as Incorporator this 2 day of April, 2021.

TESORO CL&C HOMES, LLC,
a Florida limited liability company

FFB PROPERTY LLC, a Florida limited
liability company, Manager

By:


Benjamin Lobo Lavin, Manager**CERTIFICATE OF REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: RIVER'S EDGE TOWNHOME OWNERS ASSOCIATION, INC.
2. The name and address of the initial registered agent and office is:

LLEB Agent Services, Inc.
111 N. Magnolia Avenue, Suite 1400
Orlando, Florida 32801
Attn: Bruce Knapp, Vice President

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT OM THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MU POSITION AS REGISTERED AGENT.

LLEB Agent Services, Inc., a Florida corporation

By:


Bruce Knapp, Vice President

4/2/2021