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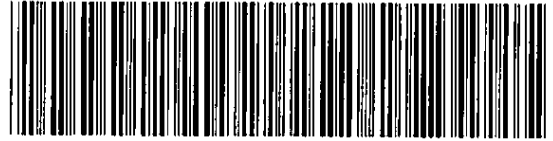
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SOUTH RIVER SHORES ASSOCIATION, INC.**

At a meeting of the Board of Directors of South River Shores Association, Inc. (sometimes hereinafter referred to as the "Association") held on April 28, 2023 the Board of Directors approved these Amended and Restated Articles of Incorporation (sometimes hereinafter referred to as the "Articles"). At a special meeting of the members of the Association held on June 15, 2023, not less than two-thirds of the Association's members approved these Amended and Restated Articles. These Amended and Restated Articles shall become effective when recorded in the Public Records of St. Lucie County, Florida and shall amend, supersede, and replace, in its entirety, the original Articles of Incorporation, as the original Articles of Incorporation have been amended from time to time.

Terms used in these Articles shall have the same definitions as are set forth in the Association's Amended and Restated Declaration of Covenants and Restrictions, unless the context clearly indicates otherwise.

The Association was incorporated as a not-for-profit corporation and homeowners' association pursuant to Chapters 617 and 720, Fla. Stat., as amended from time to time.

**ARTICLE I  
NAME**

The name of the corporation is:

SOUTH RIVER SHORES ASSOCIATION, INC.

The corporation's mailing address shall be:

2658 SW River Shore Drive, Port St. Lucie, FL 34984.

However, the corporation may change its mailing address from time to time without the need to amend these Articles.

**ARTICLE II  
PURPOSES**

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes, as amended from time to time, and include, to the extent set forth in the Declaration, providing for the maintenance, preservation, administration, and management of SOUTH RIVER SHORES, a subdivision according to the Plat thereof, recorded on May 6, 1992, in the public records of the County of St. Lucie, State of Florida, in Plat Book 31, Pages 6, 6A through 6C (the "Plat"). The corporation shall have and hereby accepts the perpetual obligation to maintain the wetland and associated buffer zone depicted as Tract "W" on the Plat.

The corporation is organized and operated solely for administrative and managerial purposes. It is not intended that the corporation show any net earnings but no part of any net earnings that do occur shall inure to the personal benefit of any private member. If, in any taxable year, the net income of the corporation from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of (i) total common expenses for which payment has been made or liability incurred within the taxable year; and (ii) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and may be used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each Owner may be credited with the portion of any excess that is proportionate to his or her interest in the common elements of the subdivision.

The Association shall have all of the rights, privileges, and duties set forth within Chapter 720, Fla. Stat., as amended from time to time.

### ARTICLE III MEMBERS

Each lot within the subdivision (the "Unit") shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such Unit, except that no person or entity holding title to a Unit as security for performance of an obligation shall acquire the membership appurtenant to such Unit by virtue of such title ownership. In no event may any membership be severed from the Unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders thereof to exercise voting rights as set forth in the Declaration.

### ARTICLE IV REGISTERED OFFICE AND AGENT

The registered agent of the corporation is:

Becker & Poliakoff  
759 SW Federal Highway, Suite 213  
Stuart, FL 34994

However, the corporation may change its registered agent from time to time without the need to amend these Articles.

### ARTICLE V INCORPORATORS

The names and residences of the people who initially formed the corporation are as follows:

HARVEY KOEHNEN  
1229 S.E. Port St. Lucie Blvd.  
Port St. Lucie, Florida 34952

ANGELO NADALIN  
1229 S.E. Port St. Lucie Blvd.  
Port St. Lucie, Florida 34952

ROBERT QUINN  
1229 S.E. Port St. Lucie Blvd.  
Port St. Lucie, Florida 34952

ARTICLES VI  
DIRECTORS

The Association's directors shall be elected or appointed in accordance with the Bylaws of the corporation.

ARTICLE VII  
OFFICERS

The Association shall have officers as set forth in the Association's Bylaws.

ARTICLE VIII  
BYLAWS

The Association's Amended and Restated Bylaws have been adopted concurrently with the adoption of these Amended and Restated Articles.

ARTICLE IX  
POWERS OF CORPORATION

To promote the health, safety, and welfare of the residents of the subdivision, the corporation may, but is not required to:

1. Exercise all of the powers and perform all of the duties of the corporation as set forth in the Declaration and Bylaws, as those documents may from time to time be amended.
2. Determine, levy, collect, and enforce payment by any lawful means of all assessments, and pay such common expenses as the same become due.
3. Engage the services of a professional corporate management agent and delegate to such agent any of the powers or duties granted to the Association under the Bylaws and Declaration other than the power to engage or discharge such agent.

4. Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority, entity, or utility upon the approval of not less than two-thirds (2/3rds) of the members.

5. Have and exercise any and all rights, privileges, and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, as amended from time to time.

6. Have and exercise any and all rights, privileges, and powers which may be held or exercised by a homeowners' association under Chapter 720, Fla. Stat., as amended from time to time.

7. To borrow money upon the authorization of the Board of Directors and to pledge such collateral as is deemed prudent by the Board of Directors.

#### ARTICLE X DISSOLUTION

This corporation may be dissolved at any time with the written consent of 80% of all the members thereto. Upon dissolution, the assets of the corporation shall be dedicated to an appropriate municipality, public agency, entity, or authority to be used for purposes similar to those for which the corporation is organized. In the event such dedication is not accepted, such assets shall be conveyed or assigned to any non-profit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

#### ARTICLE XI AMENDMENT

A proposal to amend these Articles shall be approved upon receiving a majority vote, in person or by proxy, of all the members of the Association. Amendments of these Articles shall be effective when recorded in the public records of St. Lucie County, Florida.

EXECUTED this 31<sup>st</sup> day of August, 2023.

Witnesses

SOUTH RIVER SHORES ASSOCIATION, INC.

[Signature]  
Signature

Linda Hall  
Printed Name

By: [Signature]  
Gail Mathews, President

[Signature]  
Signature

Michelle Glass  
Print Name

By: [Signature]  
Diane Lovejoy, Secretary

STATE OF FLORIDA )  
  ) ss.  
COUNTY OF ST. LUCIE )

The foregoing instrument was acknowledged before me this 31<sup>st</sup> day of August, 2023, by Gail Mathews, as President, and by Diane Lovejoy, as Secretary, of South River Shores Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation, by means of  physical presence or  online notarization who are:

Personally Known or  
 Produced Identification. FL DL - Exp 11/26/23/30

Type of Identification produced, if applicable: \_\_\_\_\_

[Signature]  
NOTARY PUBLIC, State of Florida

(SEAL) 