

LAW OFFICES
COTTRELL, WARCHOL, MERCHANT and HELDRETH

JAMES L. COTTRELL also admitted in Kentucky
MARTHA S. WARCHOL also admitted in Illinois
WILLIAM C. MERCHANT also admitted in Michigan and
Board Certified Circuit Court Mediator
SYLVIA E. HELDRETH also admitted in California and
Board Certified in Real Estate Law

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904

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CAPE CORAL, FLORIDA 33910

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HARVEY ROLLINGS also admitted in Florida

Jan 14, 1995
NP9500003066

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

8000001508078
406/267-11-401946-915
***122.50 ***122.50

Attn: Corporate Division

RE: THE RIVERS BOAT BASIN PROPERTY OWNERS ASSOCIATION, INC.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$35.00 filing fee
\$35.00 registered agent fee
\$52.50 certified copy

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,

Sylvia E. Heldreth
Sylvia E. Heldreth

SEH/slm

Enclosures

6-14-95
JK

ARTICLES OF INCORPORATION

OF

THE RIVERS BOAT BASIN PROPERTY OWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statute 617, hereby certifies as follows:

ARTICLE I

The name of this corporation shall be: THE RIVERS BOAT BASIN PROPERTY OWNERS ASSOCIATION, INC.

ARTICLE II

The general purpose of this non-profit corporation and its powers in furtherance of such purpose shall be as follows:

Section 1. The general purpose of the Association shall be to accept and hold title to the boat basin property lying easterly adjacent to The River's Condominium complex; to maintain the boat basin area; and to administer and enforce any covenants and restrictions and rules as may be promulgated by the Association; and to collect and disburse any assessments and charges as may be provided for by the Association.

Section 2. To the extent provided by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes.

Section 3. The Association may exercise any powers conferred upon not for profit corporations under the laws of the State of Florida, its Bylaws, and the Deed of Restrictions.

ARTICLE III

Every person or entity who acquires a right to a boat slip is subject to assessment by the Association and shall be a member of the Association by acceptance of an assignment to a boat slip. Membership shall be conditioned upon and may not be separated from ownership of a condominium in the River's condominium complex and shall be subject to provisions and requirements as set forth in the Bylaws of this corporation and the Deed of Restrictions.

ARTICLE IV

This corporation shall have perpetual existence. The corporation's principal address and registered office address are the same.

ARTICLE V

The name and residence of the subscriber to these Articles of Incorporation is as follows:

Larry Kirby, Trustee

1417 S.E. 47th Street
Cape Coral, Florida 33904

ARTICLE VI

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of one or more directors. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term as established in the Bylaws, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies shall be established by the bylaws.

Section 2. The principal officers of the corporation shall be:

President
Vice President
Secretary
Treasurer

(the last two officers may be combined), who shall be elected from time to time, in the manner set forth in the bylaws adopted by the corporation.

ARTICLE VII

The bylaws of the corporation shall initially be made and adopted by its first Board of Directors.

ARTICLE VIII

Amendments to these Articles of Incorporation may be proposed by one third of the members or a majority of directors and shall be adopted by unanimous vote of the membership at the annual meeting, or at a duly convened special meeting of the membership convened by a vote of the members entitled to exercise sixty-seven (67%) percent or more of the total voting power of the Association. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the Corporate Seal, signed by the secretary or an assistant secretary, and executed and acknowledged by the president or vice president, has been filed with the Secretary of State, and all filing fees paid.

ARTICLE IX

There shall be no dividends paid to any of the members, nor

shall any part of the income of the corporation be distributed to its Board of Directors or officers.

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 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 exceed the sum of (1) total common expenses for which payment has been made or liability for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the corporation and used to reduce the amount of assessments that would otherwise be required in the following year.

On dissolution, the assets of the association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes.

This corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration and bylaws. The voting rights of the members shall be as set forth in the Deed of Restrictions and bylaws.

ARTICLE X

The street address of the initial registered office of this corporation is 1417 S.E. 47th Street, Cape Coral, Florida, 33904, and the name of the initial registered agent of this corporation at that address is Larry Kirby.

IN WITNESS WHEREOF, the subscriber hereto has hereunto set his hand and seal this 22 day of June, 1995.

Signed, sealed and delivered
in the presence of:

Sylvia E. Hockett
Sylvia E. Hockett

Larry Kirby
Larry Kirby, Trustee

State of Florida)
)§
County of Lee)

The foregoing instrument was acknowledged before me this 22nd day of June, 1995, by Larry Kirby, Trustee, who is personally known to me or who has produced _____ as identification and who did not take an oath.

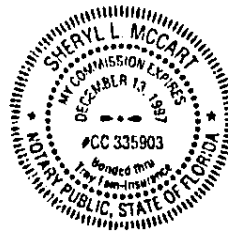
Sheryl L. McCart

NOTARY PUBLIC

Print Name: SHERYL L. MCCART

My commission expires:

(SEAL)



Purquant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FIRST, that THE RIVERS BOAT BASIN PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with the location of its association, as indicated in the Articles of Incorporation at City of Cape Coral, County of Lee, State of Florida, has name Larry Kirby, located at 1417 S.E. 47th Street, Cape Coral, Florida, County of Lee, State of Florida, as its agent to accept service or process within this State.

ACKNOWLEDGMENTS

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: L E Kirby
REGISTERED AGENT