

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

904-222-9070
904-222-0100 FAX



RECEIVED
JAN 9 AM 10
DIVISION OF CORPORATION

Handwritten: N960000429

ACCOUNT NO. : 012113 000002

REFERENCE : 012113 00477B

AUTHORIZATION :

Handwritten: Patricia Pignato

COST LIMIT : \$ 70.00

ORDER DATE : January 19, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 012113

800001693018

CUSTOMER NO: 00477B

CUSTOMER: Ms. Sue Zornes
ALLEN KNUDSEN DEBOEST EDWARDS
& ROBERTS, P.A.
Suite 1
5121 Castello Drive
Naples, FL 33940

DOMESTIC FILING

NAME: RIVIERA FEDERATION
ASSOCIATION, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: T. BROWN JAN 25 1996

FILED
96 JAN 24 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten signatures and initials:
~~1096-1501~~
~~621, 626~~



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 19, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: RIVIERA FEDERATION ASSOCIATION, INC.
Ref. Number: W96000001501

We have received your document for RIVIERA FEDERATION ASSOCIATION, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You must list at least one incorporator with a complete business street address.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 296A00002531

ARTICLES OF INCORPORATION
OF
RIVIERA FEDERATION ASSOCIATION, INC.

FILED
96 JAN 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 617.02011, Florida Statutes, these Articles of Incorporation are created by Donald L. Huber, as sole incorporator, for the purposes set forth below. The business street address of the incorporator is 354 Charlemagne Boulevard, Naples, Florida 33942

ARTICLE I

NAME: The name of the corporation is RIVIERA FEDERATION ASSOCIATION, INC.

ARTICLE II

PRINCIPAL OFFICE: The principal office of the Corporation is to be located at 354 Charlemagne Boulevard, Naples, Florida.

ARTICLE III

PURPOSES AND POWERS: The Corporation will not permit pecuniary gain, profit or distribution of its income to its members, officer, or directors. It is a nonprofit corporation formed for the purpose of establishing a corporate entity which on behalf of its members and their constituent unit owners shall have the authority to enter into a contract with a cable company for the provision of cable services in bulk for all units located in condominiums operated by the member associations. The Corporation shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and Bylaws, including the power:

- (A) To levy and collect assessments and other charges against its members to defray the costs, expenses and losses of the Corporation, and to use the proceeds of such assessments and charges in the exercise of its powers and duties.
- (B) To sue and to be sued to enforce the provisions of its Articles and Bylaws as well as the terms of any contracts entered into by the Corporation.
- (C) To enter into contracts for cable service as outlined above.
- (D) To enter into other contracts if approved in advance by all members for the provision of services and materials to all constituent member associations for the purposes of qualifying for bulk rate discounts or achieving "economies of scale".
- (E) To employ accountants, attorneys, architects and other professional personnel to perform the services required for proper operation of the Corporation.
- (F) To enforce by legal means the obligations of the members of this Corporation.

ARTICLE IV

MEMBERSHIP: The members of this Corporation shall be the following condominium associations:

Riviera Golf Estates Condominium Unit #1, Inc.
Riviera Golf Estates Condominium Unit #2, Inc.
Riviera Golf Estates Condominium Unit #3, Inc.
The Fountains Unit #1, Inc.
The Fountains Unit #2, Inc.
The Fountains Unit #3, Inc.
The Fountains, Unit No. 5, Condominium Association, Inc.

ARTICLE V

TERM: The term of the Corporation shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Corporation may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: These Articles may be amended at a meeting of the Board of Directors by a majority vote of all Directors. The foregoing notwithstanding, these Articles may be amended for the purpose of adding new member associations by unanimous vote of all Directors. Members may terminate their membership only with the consent of a majority of the other Directors.

ARTICLE VIII

DIRECTORS: The affairs of this Corporation are to be managed by a Board comprised of one(1) Director designed from each member association. Therefore, the Board of Directors shall initially be comprised of seven (7) Directors. Each such designee shall be a member of the Board of Directors of the member association which appointed him and may be the President or other Director thereof. Every Director shall serve until their death, resignation or removal. A Director may only be removed by the member association which appointed him. The manner in which directors are to be appointed shall be as set forth in the Bylaws.

ARTICLE IX

INITIAL REGISTERED AGENT: The initial registered office of the Corporation shall be at:

5121 Castello Drive, Suite 1
Naples, Florida 33940

The initial registered agent at said address shall be:

Tamela Eady Wiseman

ARTICLE X

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Corporation shall indemnify and hold harmless every Director and every officer of the Corporation against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Corporation. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Corporation, in a proceeding by or in the right of the Corporation to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 18th day of January, 1996.

RIVIERA FEDERATION ASSOCIATION, INC.

By: Donald L. Huber
DONALD L. HUBER

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 18th day of January, 1996, by DONALD L. HUBER, Incorporator. He is personally known to me or has produced as identification and did not take an oath.

Ann M. Zornes
Notary Public (SEAL)

Printed Name: Ann M. Zornes

Commission No.: _____

My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First, that RIVIERA FEDERATION ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, has named Pamela Eady Wiseman, Esquire, Allen, Knudsen, DeBoest, & Roberts, P.A., 5121 Castello Drive, Suite 1, Naples, Collier County, State of Florida 33940, as its statutory Registered Agent.

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designed in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

Dated: January 18, 1996

Pamela Eady Wiseman
Pamela Eady Wiseman

FILED
96 JAN 24 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA