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Reply to: P.O. Box 727
Crestview, FL 32536

May 21, 1996

Secretary of State
Corporate Division
409 East Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

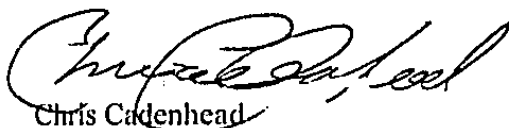
RE: RIVERCHASE HOMEOWNERS' ASSOCIATION OF
OKALOOSA COUNTY, FLORIDA, INC.
(Non Profit Corporation)

400001837264
-05/23/96--01075--008
****122.50 ****122.50

Find enclosed herewith an original and photocopy of Articles of Incorporation for the above named non-profit corporation. In addition, a check in the sum of \$122.50 is enclosed which represents fees necessary for this filing.

Please file the original of the enclosed Articles and return a certified copy to the undersigned.

Sincerely,


Chris Cadenhead

/ms
Enclosures

D. BROWN MAY 30 1996

ARTICLES OF INCORPORATION
OF
RIVERCHASE HOMEOWNERS' ASSOCIATION OF OKALOOSA COUNTY, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned does hereby certify:

ARTICLE I
Corporate Name

The name of this corporation is Riverchase Homeowners' Association of Okaloosa County, Inc.

ARTICLE II
Definitions

Section 1. Association Defined: "Association" shall mean and refer to Riverchase Homeowners' Association of Okaloosa County, Inc., a Florida non-profit corporation, its successors and assigns.

Section 2. Owner Defined: "Owner" shall mean and refer to the record owner, whether one or more persons or entities, of a fee simple title to any Parcel that is part of the Properties (including contract sellers, but excluding those having such interest merely as security for the performance of an obligation).

Section 3. Properties Defined: "Properties" shall mean and refer to that certain real property described in Exhibit "A", attached hereto and made a part hereof, and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

Section 4. Common Area Defined: "Common Area" shall mean all real property (including the improvements) now or hereafter owned by the Association for the common use and enjoyment of the owners.

Section 5. Parcel Defined: "Parcel" shall mean and refer to those parcels as identified in the Declaration.

Section 6. Declarant Defined: "Declarant" shall mean and refer to the undersigned, their successors and assigns if such successors or assigns should acquire the remaining undeveloped Lots from the Declarant for the purpose of development.

Section 7. Declaration Defined: "Declaration" shall mean and refer to the Declaration of Covenants, Conditions, and Restrictions executed or to be executed by the Declarant and which may be recorded amongst the public records of Okaloosa County, Florida, with respect and applicable to the Properties and any supplements or amendments thereof.

ARTICLE III
Address

The initial mailing address and registered office of the Association shall be 2150 South Fardon Boulevard, Crestview, Florida.

ARTICLE IV
Registered Agent

Ken Blocker, whose address is 2150 South Fardon Boulevard, Crestview, Florida 32536, is hereby appointed the initial registered agent of the Association.

ARTICLE V
Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members. The specific purposes for which it is formed are to provide for ownership, maintenance, preservation and other improvements in the Common Area; to carry out the covenants and enforce the provisions of the Declaration and to promote the health, safety and welfare of the residents within the above described Properties.

The Association shall have the following powers:

(a) To exercise all of the common law and statutory powers of a partnership organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or Bylaws of the Association.

(b) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration applicable to the Properties and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as if set forth in its entirety.

(c) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) To maintain, repair and operate the property of the Association;

(e) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members as Owners;

(f) To reconstruct improvements after casualty and make further improvements upon the property of the Association;

(g) To enforce by legal means the provisions of the Declaration and Bylaws (if any) of the Association, and the rules and regulations adopted pursuant thereto;

(h) To employ personnel to perform the services required for proper operation of the Association.

(i) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(j) To borrow money, and with the assent of seventy-five percent (75%) of the members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(k) To dedicate, sell or transfer all or any part of the Common Area, if any, to any public agency, authority or utility for such purposes and subject to such conditions as may be provided in the Declaration. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer.

(l) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members unless the annexation involves land the Declarant has reserved the right to annex in the Declaration, in which case the Declaration shall control the annexation.

ARTICLE VI Membership and Voting Rights

Section 1. Membership. Every Owner of a Parcel which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel which is subject to assessment. An Owner of more than one Parcel is entitled to one membership for each Parcel to which such Owner holds record title. If more than one person holds an interest in any Parcel, all such persons shall be members; provided, however, that only one vote shall be cast with respect to any one Parcel. No person other than an Owner may be a member of the Association.

ARTICLE VII
Board of Directors

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number and manner of electing the Directors are set forth in the Bylaws of the Association. The names and addresses of the persons who are to initially act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
KEN BLOCKER	3908 S. FERDON BLVD., CRESTVIEW, FL 32536
WADE HUTTO	6237 RIVER LOOP DR., CRESTVIEW, FL 32536
JOHNNY WILKINSON, JR.	6212 RIVER LOOP DR., CRESTVIEW, FL 32536

ARTICLE VIII
Officers

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer and such other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

ARTICLE IX
Indemnification

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, or by reason of his having served the Association at its request, whether or not he is a Director or Officer or member serving the Association at the time such expenses or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of

indemnification shall be addition to and not exclusive of all other rights to which such Director, Officer or member serving the Association may be entitled.

ARTICLE X Bylaws

The Bylaws of the Association may be adopted by the Board of Directors and may be altered, amended or rescinded, at a duly called regular or special meeting of the members by a vote of fifty-one percent (51%) of all votes entitled to be cast.

ARTICLE XI Dissolution

The Association may be dissolved upon written asset signed by members holding not less than two-thirds (2/3) of the total number of votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or organization to be devoted to such similar purpose.

ARTICLE XII Term

The term of the Association shall be perpetual.

ARTICLE XIII Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Recording: A copy of each amendment shall be filed with the Secretary of State and a certified copy thereof shall be recorded in the public records of Okaloosa County, Florida.

ARTICLE XIV
Incorporator

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
KEN W. BLOCKER	3908 S. FERDON BLVD., CRESTVIEW, FL 32536

ARTICLE XV
Conflict

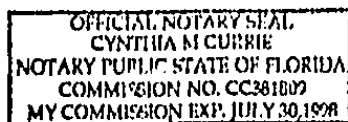
In the case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation on this 14th day of MAY, 1996.

Ken W. Blocker

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me on this
14th day of May, 1996, by Ken W. Blocker
who after being duly sworn, acknowledges that
he executed the foregoing Articles for the purpose therein
expressed. _____ is personally known to
me or who produced _____ as
identification and did take an oath.



Cynthia M. Currie
NOTARY PUBLIC
Printed Name: Cynthia M. Currie
State of Florida at Large
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of
Registered Agent of Riverchase Homeowners' Association of Okaloosa
County, Inc., which is contained in the foregoing Articles of
Incorporation. The undersigned is familiar with and accepts the
obligations provided for in §607.325 of the Florida Statutes.

Ken W. Blocker