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ACCOUNT NO. : 072100000032

REFERENCE : 061880 10281A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 11, 1998

ORDER TIME : 12:32 PM

ORDER NO. : 061880-005

CUSTOMER NO: 10281A

CUSTOMER: Terry V. Broughton, Esq
TERRY V. BROUGHTON, P.A.
TERRY V. BROUGHTON, P.A.
1705-d2 Colonial Boulevard

Fort Myers, FL 33907

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DOMESTIC FILING

NAME: AWRJV OWNERS' ASSOCIATION, INC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

2554
W98-27875
534-2589

g 12/15/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 6:19

FILED

98 DEC 11 PM 3:29
DIVISION OF CORPORATIONS



RECEIVED
98 DEC 15 PM 2:39

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 6:19

December 15, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AWRJV OWNERS' ASSOCIATION, INC.
Ref. Number: W98000027875

RESUBMIT

Please give original
submission date as file date

We have received your document for AWRJV OWNERS' ASSOCIATION, INC..
However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00059025



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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98 DEC 11 PM 6:19

December 11, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: AWRJV OWNERS' ASSOCIATION, INC.
Ref. Number: W98000027875

RESUBMIT

Please give original
submission date as file date.

We have received your document for AWRJV OWNERS' ASSOCIATION, INC..
However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00058756

RECEIVED
98 DEC 14 PM 4:10
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
of
AWRJV OWNERS' ASSOCIATION, INC.
(a Florida corporation not for profit)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 11 PM 6:19

1. NAME. The name of this corporation shall be AWRJV OWNERS' ASSOCIATION, INC. ("Association").

2. DEFINITIONS.

2.1 All terms which are defined in the Water and Management Access Covenants recorded in the public records of Lee County, Florida, with respect to the parcels described in the attached Exhibit "A" ("Covenants") shall be used herein with the same meanings as defined in said Covenants.

2.2 "Association" as used herein shall mean the AWRJV OWNERS' ASSOCIATION, INC., a Florida corporation not-for-profit, the corporation formed by these Articles, its successors or assigns.

2.3 "Declarant" shall mean and refer to Scott W. Rivers and Brooksy Q. Rivers and A&W Development, Inc., a Florida corporation, or assigns of any or all of its rights under the Covenants as specified by Declarant.

3. PURPOSES. The purposes for which this Association is organized are to operate and maintain and own the Easements defined in the Covenants in accordance with and pursuant to the Covenants, or any Amendment thereto, and to fulfill its obligations in accordance with and pursuant to the Covenants.

4. GENERAL POWERS. The general powers that the Association shall have are as follows:

4.1 All of the common law and statutory powers of a Florida corporation not-for-profit, except as herein entitled, insurance, including, without limitation, the power to sue and be sued.

4.2 All of the powers reasonably necessary to implement its purposes including those set forth herein.

4.3 To do all of the acts required to be performed by it in accordance with the Covenants.

4.4 To hold funds solely and exclusively for the benefit of the Owners for purposes set forth in these Articles.

4.5 To promulgate and enforce By-Laws, Rules, Regulations, and agreements to effectuate the purposes for which the Association is organized and to make, establish and enforce Rules and Regulations governing the use of the Common Areas consistent with the Covenants.

4.6 To delegate power or powers where such is deemed in the interest of the Association.

4.7 To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all of the activities and pursue any and all of the objects and purposes set forth in these Articles and not forbidden by the Laws of the State of Florida.

4.8 To make, levy and collect assessments for the purpose of obtaining funds from Owners to pay for the operational expenses of this Association ("Operating Expenses"), and costs of collection, and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

4.9 To charge recipients for services rendered by the Association and users for use of Association property when such is deemed appropriate by the Board.

4.10 To pay taxes and other charges, if any, on or against property owned, leased, licensed or accepted by the Association.

4.11 To maintain, repair, replace and operate the Common Areas, including, but not limited to, any Common Area to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes, in accordance with: those governmental regulations which are applicable, the Covenants, and any Amendments thereto.

4.12 To enforce by legal means the obligations of the Members of this Association, the provisions of the Covenants and the provisions of any Supplement.

4.13 To contract for professional management (the "Manager"), which may be an individual, corporation, partnership or other entity) and to delegate to such Manager certain powers and duties of this Association.

4.14 To contract for the maintenance, security, administration and other functions to be carried out by the Association.

4.15 To contract with governmental or quasi-governmental entities and with other owner associations regarding maintenance and administration.

4.16 To provide, improve, maintain, repair, replace and operate water management facilities on, upon, over and under the drainage easements described in the Covenants, and to conduct water monitoring procedures as required from time to time by the South Florida Water Management District.

4.17 Notwithstanding anything contained herein to the contrary, this Association shall not have the power to, and shall not, engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly in any political campaign on behalf of, or in opposition to, any candidate for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of statements, nor shall Owners perform any such activities in the name of the Association.

5. BOARD OF DIRECTORS.

5.1 Authority. The affairs of the Association shall be managed by a Board of Directors ("Board") consisting of three persons.

5.2 Qualifications. Except those Directors appointed by Declarant, all Directors must be Members of the Association and residents of the Subdivision and of the State of Florida.

5.3 Elections. Elections of Directors shall be by plurality vote.

5.4 Appointed and Elected Directors.

5.4.1 Declarant shall have the right to designate the full membership of the Board as soon as practical after the Declarant has sold and conveyed 75% of the total of the Lots contained in the Property. Thereafter, all Lot Owners shall elect the Board.

5.4.2 In no event can a Director appointed by Declarant be removed, except by action of Declarant. Any Director appointed by Declarant shall serve at the pleasure of Declarant, and may be removed from office, and a successor Director may be appointed at any time by Declarant.

5.5 First Board. The names and addresses of the members of the first Board who shall hold office until their successors are elected or appointed and have qualified, are as follows:

1. Scott Rivers, c/o M.W. Morris and Associates, P.O. Box 60742, Fort Myers, FL 33906;
2. Brooksy Q. Rivers, c/o M.W. Morris and Associates, P.O. Box 60742, Fort Myers, FL 33906;
3. Allen Hill, c/o A&W Development, Inc., 11000-5 Metro Parkway, Fort Myers, FL 33912.

5.6 Term of Office. The initial term of Scott Rivers and Allen Hill shall be two (2) years. The term of Brooksy Q. Rivers shall be one (1) year.

5.6.1 Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time and the term of the Directors so elected and appointed at each annual meeting shall be for two years expiring on the second annual meeting following the annual meeting at which they were elected, and thereafter until their successors are duly elected and qualified or until removed from office with or without cause by the affirmative vote of a majority of the Owners which elected or appointed them.

6. MEMBERS.

6.1 Assessments and installments thereof not paid when due shall bear interest at the maximum rate allowed by law from the date when due until paid and shall result in the suspension of voting privileges during any period of such nonpayment.

6.2 The qualification of Owners, the manner of their admission to membership, the termination of such membership and voting by Owners shall be as follows:

6.2.1 The Members of the Association shall be the record owners of any fee interest in any Lot located in the Subdivision, and Declarant.

6.2.2 Membership shall be established effective immediately upon becoming a record owner of a Lot, provided, however, that such new Owner's rights shall not be effective until the new Owner presents the Association with a recorded copy of the Warranty Deed or other muniment of title conveying the title to the Lot so conveyed and such membership shall pass with title to the Lot in question as an appurtenance thereto with no such membership or rights arising therefrom being transferable in any manner except as an appurtenance to such Lot.

6.2.3 Each and every Owner shall be entitled to the benefits of Membership, in the Association, and shall be bound to abide by the provisions of the Covenants.

7. OFFICERS.

7.1 The Officers of the Association shall be a President, a Vice-President, a Secretary and a Treasurer, and such other Officers as the Board may from time to time deem necessary. Any two or more offices may be held by the same person except that the offices of President and Secretary may not be held by the same person. Officers shall be elected for one year terms in accordance with the procedure set forth in the By-Laws.

7.2 The names of the Officers who are to manage the affairs of the Association until their successors are duly elected and qualified are:

Scott Rivers	-	President, Treasurer
Allen Hill	-	Vice President, Secretary

8. CORPORATE EXISTENCE. The Corporation shall have perpetual existence.

9. BY-LAWS. The Board shall, from time to time, adopt, alter, amend or rescind By-Laws not inconsistent with these Articles and the Covenants. However, the provisions of these Articles shall prevail in any conflict between the provisions of these Articles and the provisions of the By-Laws.

10. AMENDMENT TO ARTICLES OF INCORPORATION.

10.1 These Articles may be amended in the following manner:

10.1.1 The Board, by majority vote, shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote of the Owners at a meeting, regular or annual, of the Members of the Association;

10.1.2 Notice of the subject matter of the proposed amendment shall be included in the notice to Owners of any meeting of the Owners at which such proposed amendment is to be considered;

10.1.3 Such proposed amendment must be submitted to and approved by the Owners at a meeting of the Membership. Approval by the Members must be by a vote of a majority of the votes of all Owners entitled to vote thereon.

10.1.4 Any number of amendments may be submitted to the Owners and voted upon at one meeting.

10.1.5 Notwithstanding the foregoing, an amendment to these Articles may be made by a written statement signed by all Owners and Directors eligible to vote.

10.2 No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Covenants.

10.3 A copy of each amendment shall be certified by the Secretary of State of the State of Florida.

10.4 Notwithstanding the foregoing provisions of this Article 10, there shall be no amendment to these Articles which

10.4.1 shall abridge, amend or alter the rights of Declarant, including the right to designate and select the Directors as provided in Article 5 hereof, or the provisions of this Article 10, without the prior written consent therefor by Declarant, nor shall any amendment to these Articles,

10.4.2 make any changes in the qualifications for membership or the voting rights of the Owners, or make any change that would terminate the Association without approval in writing of the Owners affected.

11. SUBSCRIBERS. The names and addresses of the incorporator is as follows:
Scott W. Rivers, c/o M.W. Morris and Associates, P.O. Box 60742, Fort Myers, FL 33906.

12. INDEMNIFICATION OF OFFICERS AND DIRECTORS. Every Director and every Officer of the Association (and the Directors and/or Officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees, at all trial and appellate levels, reasonably incurred by or imposed upon such person or persons in connection with any claim, proceeding, litigation or settlement in which they may become involved by reason of being or having been a Director or Officer of the Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or Officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or Officer admits or is adjudged guilty by a court of competent jurisdiction of willful misfeasance or malfeasance in the performance of such person's duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or Officer may be entitled, whether by statute or common law. No amendment to this Article which reduces or restricts the indemnity created herein may be adopted without the prior consent of each and every Officer and Director, whether current or former, affected by such amendment.

13. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

13.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or a committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose.

No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

13.2 Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorized the contract or transaction.

14. DISSOLUTION OF THE ASSOCIATION.

14.1 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 manner and order:

14.1.1 Real property contributed to the Association without the receipt of other than nominal consideration by Declarant, or its successor in interest, shall be returned to Declarant, whether or not an Owner at the time of such dissolution, unless Declarant refuses to accept the conveyance, in whole or in part;

14.1.2 Dedication to applicable municipal or other governmental authority of such property, whether real, personal or mixed, as determined by the Board to be appropriate for dedication and which the authority is willing to accept; and

14.1.3 The remaining assets shall be distributed among the Owners, as tenants in common, with each Owner's proportionate share of the assets determined in accordance with his proportionate share of the voting rights.

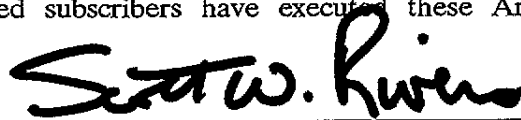
14.2 The Association may be dissolved upon a resolution to that effect being approved by all of the following: (a) two-thirds (2/3rds) of the Directors of the Board; (b) two-thirds (2/3rds) of the Owners; (c) the issuance thereafter of a decree of dissolution by a Circuit Judge as provided by Florida Statutes, as amended.

15. GENDER. Wherever the male pronoun is used herein, it shall be understood to be the female pronoun if the context or sex of the party referred to so requires.

16. CONFLICT OF DOCUMENTS. In the event of any conflict between the provisions of these Articles and the provisions of the Covenants, the provisions of the Covenants shall prevail.

17. DESIGNATION OF REGISTERED AGENT. Scott Rivers is hereby designated as the Corporation's Registered Agent for service of process within the State of Florida, c/o M.W. Morris and Associates, 4048 Evans Avenue, Ft. Myers, Florida 33906. The principal office of the Corporation is 4048 Evans Avenue, Ft. Myers, Florida 33906.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 7 day of DEC., 1998.


SCOTT W. RIVERS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 DEC 11 PM 6:19

STATE OF FLORIDA)

COUNTY OF LEE)

THE FOREGOING ARTICLES OF INCORPORATION WERE ACKNOWLEDGED BEFORE ME THIS 8 DAY OF DECEMBER 1998, BY SCOTT W. RIVERS.
HE IS PERSONALLY KNOWN TO ME SCOTT W. RIVERS
~~SCOTT W. RIVERS~~.

[Seal]



SHERIDAN S. MCCOWN
COMMISSION # CC738699
EXPIRES JUL 11, 2002
BONDED THROUGH
ADVANTAGE NOTARY OF FLORIDA

Sheridan S. McCown

Notary Public

Printed Name:

Commission Expires:

CONSENT OF REGISTERED AGENT

Scott W. Rivers hereby consents to his designation as Registered Agent in the foregoing Articles of Incorporation.

Scott W. Rivers

SCOTT W. RIVERS