

N99000003492

3000 Rivershore Lane
Port Charlotte, FL 33953
May 10, 1999

Ms. Pam Hall
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Dear Ms. Hall:

We talked this morning about my forgetting to include to include the required check with my application for a notforprofit incorporation of our neighborhood association--Riverhood Neighborhood Council, Inc.--which I mailed on Saturday, May 8. Please find the required check enclosed.

I am sorry about this inconvenience.

Yours truly,

Gerald W. Elbers
Gerald W. Elbers

000002896080--5
-06/07/99--01008--005
*****78.75 *****78.75

Gerald Elbers GAVE
AUTHORIZATION BY PHONE TO
CORRECT *add acceptance*
DATE *of RA*
DOC. EXAM. *PH*

PH
6/7/99

ARTICLES OF INCORPORATION

RIVERWOOD NEIGHBORHOOD COUNCIL, INC.

FILED

99 JUN -7 PM 3:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The undersigned, acting as incorporators of a not for profit corporation pursuant to Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE II

The principal place of business and the mailing address of this Corporation shall be:

Riverwood Neighborhood Council, Inc
Ms. Pat Pollard
13789 Long Lake Lane
Port Charlotte, FL 33953



ARTICLE III

The street address of the initial registered office is and the name of the initial registered agent at that address is:

Ms. Pat Pollard
13789 Long Lake Lane
Port Charlotte, FL 33953



ARTICLE IV

The names and street addresses of the incorporators for these Articles of Incorporation are:

Libby Curnow
3438 Pennyroyal Road
Port Charlotte, FL

Jim Sevcik
3195 Village Lane
Port Charlotte, FL 33953

Andy Dubé
14405 Bridgeview Lane
Port Charlotte, FL 33953

Bill Vanderslice
3590 Pennyroyal Road
Port Charlotte, FL 33953

Jerry Elbers
3000 Rivershore Lane
Port Charlotte, FL 33953

Helen Watson
3300 Osprey Lane
Port Charlotte, FL 33953

Roger Huls
14000 Willow Glen #208
Port Charlotte, FL 33953

Tom Weber
4331 Bay Ridge Way
Port Charlotte, FL 33953

Frank Sakalosky
13900 Long Lake Lane
Port Charlotte, FL 33953

ARTICLE V

- Sec. 5.1 The powers of the Riverwood Neighborhood Council, hereafter to be referred to as the Council, shall be exercised and its property controlled by the Council's Board of Directors. The qualifications of the directors and the time and manner in which the directors are elected or appointed shall be set forth in the Bylaws of the Corporation.
- Sec. 5.2 The purposes of this Corporation are set forth in Section 6.1 below and the provisions of these Articles shall be liberally construed to the end that its objectives are effected. It is not the intent of these Articles to interfere with, impede or usurp upon the Declaration of Covenants, Conditions and Restrictions for Riverwood recorded in O.R. Book 1227, Page 1371 et. seq. of the Public Records of Charlotte County, Florida, as amended from time to time (the "Declaration") nor with the Riverwood Community Association, Inc. If any section, clause or provision of these Articles shall be determined to be in conflict with or preempted by the Declarations, the remainder of these Articles shall not be affected.
- Sec. 5.3 The Council Board of Directors shall be composed of the presidents of the organized neighborhoods, representatives from the unorganized neighborhoods as described in the official Riverwood Covenants, and representatives of any neighborhoods within Riverwood which may be established under the Covenants.
- Sec. 5.4 The Council shall serve until the Riverwood Community Association becomes the sole responsibility of the Riverwood property owners and the developer/owners have given over all controls of the Riverwood complex to the property owners.
- Sec. 5.5 The Board shall have full power and authority to manage the affairs of the Council, subject to the Articles of Incorporation, these Bylaws, and any amendments thereto. Specifically, it will initiate contact with the developer, government agencies, the Riverwood Community Association, and other agency or organization to further the interests of the property owners and to protect property values and the Riverwood quality of life.
- Sec. 5.6 All residential property owners are members of the Council.

ARTICLE VI - PURPOSE

- Sec. 6.1 The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

- To operate for the advancement of the various interests of the residential property owners of the Riverwood community.
- To maintain the Riverwood community as a first class residential complex.
- To strengthen the Riverwood community in every way, particularly
 - by supporting the constituent neighborhoods within the Riverwood community,
 - by maintaining liaison with the owner and developer of Riverwood,
 - by making known the position of the Riverwood residential property owners on issues affecting the community,
 - by protecting the rights and interests of the Riverwood residential property owners,
 - by collecting and disseminating information valuable to the Riverwood residential property owners,
 - by facilitating its members cooperation to their mutual advantage and protection in matters pertaining to the Riverwood community, and
 - by monitoring the disposition of the Riverwood Golf Club and any future proposed acquisition and ownership of the course by any entity other than the developer.

Sec. 6.2 The corporate powers of this Corporation are as provided in Section 617.0302 of the Florida Statutes.

ARTICLE VII - THE COUNCIL BOARD

- Sec. 7.1 Officers of the Board shall include a President, Vice President, and Treasurer who will be elected by a majority of the Board of Directors. The Secretary will be appointed by the Board. Other officers may be appointed as the Board deems fit.
- Sec. 7.2 The Board officers are elected for a one year period but may stand for re-election.
- Sec. 7.3 Officers may resign from the Board at any time by submitting their resignation in writing. They have the option to indicate when the resignation is effective, but in any event the effective date of the resignation may not exceed 30 days from the date of the resignation submitted. The vacancy of a Board officer shall be filled at the next meeting of the Board.
- Sec. 7.4 Each neighborhood, both developed and undeveloped, shall be represented on the Board and shall have a vote.
- Sec. 7.5 Provided a member or officer of the Board followed the law and acted appropriately, he or she shall not be held liable for any action taken as a Board member, nor shall he or she be

held liable for the actions taken by fellow board members.

Sec. 7.6 Each member or officer of the Board shall exercise his or her best judgement in the interest of the corporation, to the end that its affairs be properly managed. However, no director or officer shall be liable for any error of judgment or mistake of law or fact or for any error or omission except for his or her wilful misconduct or gross negligence.

Sec. 7.7 The Board may designate individuals or committees composed of Board or non-Board residents to analyze problems, gather information, set forth alternative actions, make recommendations to the Board, or carry out other work which the Board deems fit.

ARTICLE VIII - FUNDS

Sec. 8.1 Funds remaining in the Riverwood Property Owners Trust shall comprise the initial capital of the Corporation.

Sec. 8.2 As needed the Board shall solicit voluntary contributions from Council members, and these shall comprise the capital of the Council and be the responsibility of the Board and specifically of the elected Treasurer.

Sec. 8.3 Board officers shall not be compensated for work performed, but if they incur expenses in the performance of their duties, they shall be entitled to be reimbursed for those expenses which are reasonable and necessary.

Sec. 8.4 Through the authority vested in the Board by the incorporating document, it may, within the constraints of the approved budget, make financial commitments, enter into contracts for service, and otherwise carry on the business of the Council. Any commitment exceeding \$1,000 must be approved by two-thirds of the Board.

Sec. 8.5 The Board shall maintain a bank account in the Council's name in a national or state bank in the State of Florida. Checks and drafts shall be drawn on the Council's bank account for Board purposes only and shall be signed by the Treasurer.

ARTICLE IX - MISCELLANEOUS

Sec. 9.1 Termination. The Council may be terminated at any time by an instrument in writing duly executed and acknowledged by a two thirds vote of the Board.

Sec. 9.2 Amendments. This agreement may be amended by a two thirds vote of all members of the Board.

Sec. 9.3 Reports. The Board shall keep full books of accounts in which all transactions relative to the Council shall be recorded.

Sec. 9.4 Agents. The Board may employ attorneys, accountants, and any other agents to carry out

the work of the Council.

Sec. 9.5 Applicable Law. The Board shall be subject to and be governed by the laws of the State of Florida.

Sec. 9.6 Rules of the Board's parliamentary procedure shall follow Roberts Rule of Order.

The undersigned incorporators have executed these Articles of Incorporation this day of April 1999.

Libby Curnow

Libby Curnow

Andy Dubé

Andy Dubé

Jerry Elbers

Jerry Elbers

Roger Huls

Roger Huls

Frank Sakalosky

Frank Sakalosky

Jim Sevcik

Jim Sevcik

Bill Vanderslice

Bill Vanderslice

Helen Watson

Helen Watson

Tom Weber

Tom Weber

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN -7 PM 3:59

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Christina P. Cottrell
Signature/Registered Agent

5/8/99
Date