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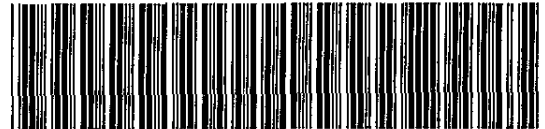
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Amended
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BARRY L. MILLER *
JOSEPH T. SEAGLE **

** Admitted in the District of Columbia,
North Carolina, South Carolina, & Florida
* Admitted in Florida & Massachusetts

**LAW OFFICES OF
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January 12, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

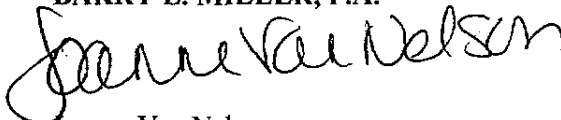
RE: Rio Ridge Home Owners Association, Inc.

Gentlemen:

Enclosed are First Articles of Amendment to Articles of Incorporation with one conformed copy regarding the above-referenced company. We also enclose our check in the amount of \$35.00 for your filing fees. Please file these documents at your earliest convenience and return an acknowledgment to our office. If there are any questions or problems, please do not hesitate in contacting us. Until then, I remain,

Cordially Yours,

BARRY L. MILLER, P.A.



Joanne Van Nelson
Paralegal

Enclosures:/as noted/

FIRST ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
Rio Ridge Home Owners Association, Inc.
Document number: N99000004226

Pursuant to the provisions of section 607.1006, Florida Statutes, I the undersigned, being the President of **Rio Ridge Home Owners Association, Inc.**, a Florida corporation not for profit hereby certify that the following Amendments to the Articles of Incorporation were duly adopted unanimously by all of the Directors and Members at a meeting duly held by them on the date set forth herein below:

AMENDMENT

The Articles of Incorporation heretofore filed on the 21st day of July, 1999, in the Secretary of State of Florida, are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name of the corporation is Rio Ridge Home Owners Association, Inc., hereinafter referred to as the "Association."

ARTICLE II

PRINCIPAL OFFICE

The Principal office of the Association is located at 111 W. Robinson St., Orlando, FL 32801, Polk County.

ARTICLE III

REGISTERED AGENT

Anthony J. Nicholson, whose address is 111 W. Robinson St., Orlando, FL 32801, is hereby appointed the initial Registered Agent of the Association.

ARTICLE IV

PURPOSE, POWERS AND DUTIES OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and repair of the Common Property, and the architectural control of the Lots (all as defined in the Declaration referred to hereinafter) within that certain tract of property described as:

BEING all of Lots 1 through 20, inclusive, RIO RIDGE, together with all private roads, drainage and retention areas, entryways, easements and common areas (including, but not limited to Tracts A and B) as shown on that Plat recorded in Plat Book 109, pages 22 and 23, Polk County, Florida, Public Registry..

and to promote the health, safety and welfare of the residents within the above described property and, any additions thereto as may hereafter be brought within the jurisdiction of this Association, and, in furtherance of these purposes, to:

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(a) 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 hereinafter and above called the "Declaration," applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court or the Comptroller (as applicable) of Polk County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system; assessments shall be used for lawful purposes of the association and for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

(c) 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;

(d) borrow money, and with the assent of two-thirds ($\frac{2}{3}$) of each class of 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;

(e) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and common area, provide that any such merger, consolidation or annexation shall have the assent of two-thirds of each class of members;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise; and

(g) appoint members of the Architectural Control Committee.

(h) To operate, maintain and manage the surface water or stormwater management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. To contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

ARTICLE V

MEMBERSHIP

Each lot which is subject by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Lot to which it is appurtenant.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners with the exception of the Developer, so long as Developer retains Class "B" voting rights. Each Class "A" Member shall be entitled to one vote for each lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B: Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of one of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

(b) Five (5) years from the date of recording this document; or

(c) At such earlier time as Developer, in its discretion, may so elect.

ARTICLE VII **BOARD OF DIRECTORS**

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) persons. The first Board of Directors shall have three (3) members, and in the future, the number will be determined from time to time in accordance with the provisions of the By-laws of the Corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
Anthony J. Nicholson	111 W. Robinson St., Orlando, FL 32801
Sonja S. Nicholson	111 W. Robinson St., Orlando, FL 32801
Derek Sutton	111 W. Robinson St., Orlando, FL 32801

At the first annual meeting after the Class B membership is converted to Class A membership, the members shall elect five (5) directors to serve for a term of one (1) year each. At each annual meeting thereafter, the members shall elect the appropriate number of directors for a term of one (1) year.

ARTICLE VIII

OFFICERS

The officers of this Association shall be a President and a Vice-President, who shall at all times be members of the Board of Directors, a Secretary, a Treasurer and such other officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

PRESIDENT	Anthony J. Nicholson
VICE PRESIDENT	Derek Sutton
SECRETARY	Sonja S. Nicholson
TREASURER	Derek Sutton

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnities any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in the good faith in the reasonable belief that such action was in the best interests of the Association, or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association, unless and only to the extent that, the court, administrative agency, or investigative board before which such action, suit or proceeding is held shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

C. The Board of Directors shall determine whether amounts for which Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE X

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. 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, 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 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.

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

ARTICLE XI

BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XII

AMENDMENTS

Proposals for the alteration, amendment or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five percent (75%) of the total number of votes in each class of membership, except that the Board of Directors may amend these Articles of Incorporation without the assent of the membership to correct any ambiguities, scriveners' errors or conflicts appearing within these Articles of Incorporation.

The Association may be dissolved with the assent given in writing and signed by the holders of not less than three-fourths (¾) of the total number of votes in each class of 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 the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XIV

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.


DISSOLUTION: In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., or otherwise be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV

FHA AND VA APPROVAL


As long as there is a Class B membership, the following actions will require the prior approval of either the Federal Housing Administration or the Veterans Administration when either of the subject entities has an interest in the Association: annexation of additional properties, mergers and consolidations, mortgaging or dedication of the Common Property, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 20 day of Dec, 2003.



Anthony J. Nicholson
President

Having been named as registered agent to accept service for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Anthony J. Nicholson
Registered Agent