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ACCOUNT NO. : 072100000032

REFERENCE : 355804 6475A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 6, 1997

ORDER TIME : 11:01 AM

ORDER NO. : 355804-005

CUSTOMER NO: 6475A

CUSTOMER: Wilson C. Atkinson, Iii, Esq  
ATKINSON DINER STONE &  
MANKUTA, P.A.  
P. O. Drawer 2088

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-05/06/97--01108--003  
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Hollywood, FL 33022-2088

DOMESTIC FILING

NAME: RIVER PLACE ON THE ST. LUCIE  
OWNERS' ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:

FILED  
MAY-6 PM 1:59  
TALLAHASSEE, FLORIDA

870071770  
97 MAY -6 PM 12:05  
DIVISION OF CORPORATION  
MAY - 6 1997

5/5/97

ARTICLES OF INCORPORATION  
OF

FILED  
97 MAY -6 PM 1:59  
TALLAHASSEE, FLORIDA

RIVER PLACE ON THE ST. LUCIE OWNERS' ASSOCIATION, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is RIVER PLACE ON THE ST. LUCIE OWNERS' ASSOCIATION, INC.

ARTICLE II

MAILING ADDRESS

The mailing address of this corporation is: 1946 Tyler Street, Hollywood, Florida 33020.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of signing of the Articles of Incorporation by the Incorporator herein.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of developing and/or marketing real property in St. Lucie County, Florida, and transacting any or all lawful business.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1946 Tyler Street, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is WILSON C. ATKINSON, III.

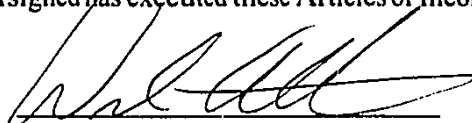
ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

WILSON C. ATKINSON, III  
1946 Tyler Street  
Hollywood, FL 33020

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 5th day of May, 1997.

  
WILSON C. ATKINSON, III  
Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

FIRST - - That RIVER PLACE ON THE ST. LUCIE OWNERS' ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1946 Tyler Street, City of Hollywood, State of Florida, has named WILSON C. ATKINSON, III, located at 1946 Tyler Street, City of Hollywood, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: 

WILSON C. ATKINSON, III

TITLE: Incorporator

DATE: MAY 5, 1997

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: 

WILSON C. ATKINSON, III

Registered Agent

DATE: 5/5/97