

ARTICLES OF INCORPORATION
OF
RIVERHAVEN VILLAGE PROPERTY OWNERS ASSOCIATION,
INC.

SUBMITTED FOR APPROVAL OF AMENDMENTS AT 1999 ANNUAL MEMBERSHIP MEETING

WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE PURPOSE OF FORMING A CORPORATION NOT FOR PROFIT UNDER CHAPTER 617 OF THE FLORIDA STATUTES AND CERTIFY AS FOLLOWS:

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE RIVERHAVEN VILLAGE PROPERTY OWNERS ASSOCIATION, INC. WHICH SHALL HEREIN BE REFERRED TO AS THE ASSOCIATION.

ARTICLE II

THE PURPOSE FOR WHICH THE ASSOCIATION IS ORGANIZED IS TO ESTABLISH AND MAINTAIN A NON-PROFIT CORPORATION FOR THE MUTUAL BENEFIT, ENJOYMENT AND ADVANTAGE OF THE INDIVIDUAL OWNERS OF LOTS LOCATED AT RIVERHAVEN VILLAGE, CITRUS COUNTY, FLORIDA, TO OWN AND HOLD FREE TITLE TO CERTAIN REAL PROPERTY; TO HOLD OTHER INTERESTS THEREIN AND TO MAKE SUCH IMPROVEMENTS, ADDITIONS AND ALTERATIONS THERETO AS MAY BE NECESSARY OR DESIRABLE FROM TIME TO TIME; TO PURCHASE AND OWN PERSONAL PROPERTY; TO ASSUME THE AUTHORITY AND RESPONSIBILITY FOR ENFORCEMENT OF ALL OF THE TERMS, COVENANTS AND CONDITIONS OF THE DECLARATIONS OF RESTRICTIONS, NOW OR HEREAFTER GOVERNING THE USE, MAINTENANCE AND MANAGEMENT OF LOTS AT RIVERHAVEN VILLAGE AND TO CONDUCT AND TRANSACT ALL BUSINESS REASONABLY DEEMED NECESSARY OR PROPER IN CONNECTION THEREWITH.

ARTICLE III

ALL OWNERS OF LOTS IN RIVERHAVEN VILLAGE SHALL AUTOMATICALLY BECOME MEMBERS OF THE ASSOCIATION UPON ACQUISITION OF SUCH INTEREST AS MORE FULLY PROVIDED IN THE DECLARATION OF RESTRICTIONS, NOW OR HEREAFTER GOVERNING LOTS AT RIVERHAVEN VILLAGE, AND IN THE BY-LAWS OF THE ASSOCIATION. SUCH MEMBERSHIP SHALL AUTOMATICALLY TERMINATE WHEN SUCH PERSON IS NO LONGER THE OWNER OF A LOT.

ARTICLE IV

THE ASSOCIATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE V

THE NAMES AND ADDRESSES OF THE SUBSCRIBERS OF THESE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

JERROLD J. KESSLER, JR.

12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161

ROGER L. VOS

12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161



ARTICLE VI

THE AFFAIRS OF THE ASSOCIATION SHALL BE MANAGED BY A BOARD OF DIRECTORS COMPOSED OF NOT LESS THAN THREE (3), NOR MORE THAN THE NUMBER SPECIFIED IN THE BY-LAWS, AND IN THE EXACT NUMBER OF PERSONS AS SPECIFIED IN SAID BY-LAWS. THE DIRECTORS, SUBSEQUENT TO THE FIRST BOARD OF DIRECTORS, SHALL BE ELECTED AT THE ANNUAL MEETING OF THE MEMBERSHIP, FOR A TERM OF *NOT LESS THAN ONE (1) YEAR NOR MORE THAN THREE (3) YEARS AS SPECIFIED IN THE BY-LAWS*, OR UNTIL THEIR SUCCESSORS SHALL BE ELECTED AND SHALL QUALIFY. PROVISIONS FOR SUCH ELECTION AND PROVISIONS RESPECTING THE REMOVAL, DISQUALIFICATION AND RESIGNATION OF DIRECTORS, AND FOR FILLING VACANCIES ON THE DIRECTORATE, SHALL BE ESTABLISHED BY THE BY-LAWS.

THE PRINCIPAL OFFICERS OF THE ASSOCIATION SHALL BE:

- PRESIDENT
- VICE-PRESIDENT
- SECRETARY
- TREASURER

(THE LAST TWO OFFICERS MAY BE COMBINED), WHO SHALL BE ELECTED FROM TIME TO TIME, IN THE MANNER SET FORTH IN THE BY-LAWS ADOPTED BY THE ASSOCIATION.

THE FOLLOWING PERSONS SHALL CONSTITUTE THE FIRST BOARD OF DIRECTORS AND SHALL SERVE UNTIL THE FIRST ELECTION OF THE BOARD OF DIRECTORS, AT THE FIRST REGULAR MEETING OF THE MEMBERSHIP;

- | | |
|-------------------------|--|
| JERROLD J. KESSLER, JR. | 12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161 |
| ROGER L. VOS | 12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161 |
| MITCHEL STEKLOF | 12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161 |

ARTICLE VII

THE NAMES AND ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION OF OFFICERS ARE AS FOLLOWS:

- | | |
|---------------------------------------|--|
| PRESIDENT - JERROLD J. KESSLER, JR. | 12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161 |
| VICE-PRESIDENT - ROGER L. VOS | 12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161 |
| SECRETARY/TREASURER - MITCHEL STEKLOF | 12100 N.E. 16TH AVENUE
NORTH MIAMI, FLORIDA 33161 |

BY-LAWS FOR THIS ASSOCIATION MAY BE PASSED, AMENDED OR REPEALED BY A MAJORITY VOTE OF THE MEMBERS IN GOOD STANDING IN ATTENDANCE AT ANY REGULAR MEMBERSHIP MEETING, OR AT ANY SPECIAL MEETING CALLED FOR THAT PURPOSE, PROVIDED THAT SUCH PROPOSED AMENDMENTS SHALL BE PLAINLY STATED IN THE CALL FOR THE MEETING AT WHICH THEY ARE TO BE CONSIDERED. DUE NOTICE BY MAIL TO EVERY MEMBER *IN GOOD STANDING*, OF THE MEETING AT WHICH THEY ARE TO BE CONSIDERED MUST BE GIVEN AT LEAST TEN DAYS PRIOR TO THE TIME OF SAID MEETING.

ARTICLE IX

PRIOR TO THE FIRST ANNUAL MEETING OF THE MEMBERSHIP, THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY A MAJORITY VOTE OF THE BOARD OF DIRECTORS. THEREAFTER, AMENDMENTS TO THESE ARTICLES OF INCORPORATION MAY BE PROPOSED BY ANY MEMBER OR DIRECTOR AND MAY BE ADOPTED BY A THREE-FOURTHS (3/4 THS) VOTE OF THE MEMBERSHIP IN GOOD STANDING AT THE ANNUAL MEETING OF MEMBERS, OR AT A SPECIAL MEETING OF THE MEMBERS, PROVIDED, HOWEVER, THAT IN EITHER INSTANCE, NOTICE OF THE PROPOSED AMENDMENTS HAS BEEN GIVEN WITH NOTICE OF THE MEETING, AND PROVIDED FURTHER, THAT SUCH AMENDMENT HAS FIRST BEEN APPROVED BY NOT LESS THAN A MAJORITY OF THE BOARD OF DIRECTORS OF THE ASSOCIATION.

ARTICLE X

IN ORDER TO GIVE EFFECT TO THE PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED, AND IN ADDITION TO OTHER POWERS AND AUTHORITY GRANTED IN LIKE CORPORATIONS BY LAW, AND NOT BY WAY OF LIMITATION, THE ASSOCIATION SHALL HAVE THE FOLLOWING EXPRESS POWERS:

- (A) TO EXERCISE COMPLETE AND EXCLUSIVE CONTROL IN THE IMPROVEMENTS, MANAGEMENT, OPERATION AND MAINTENANCE OF SUCH COMMON FACILITIES PERTINENT TO LOTS IN RIVERHAVEN VILLAGE AS MAY BE PROVIDED OR ESTABLISHED IN THE RECORDED DECLARATION OF RESTRICTIONS.
- (B) TO PERFORM ALL DUTIES AND FUNCTIONS AS REQUIRED BY THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THE ASSOCIATION, ANY AND ALL DECLARATION OF RESTRICTIONS NOW OR HEREAFTER GOVERNING THE DEVELOPMENT, USE AND ENJOYMENT OF LOTS AT RIVERHAVEN VILLAGE, OTHER REGULATIONS AND RULES PROMULGATED BY THE ASSOCIATION, AND SUCH ADDITIONAL DUTIES AND FUNCTIONS AS MAY BE NECESSARY OR DESIRABLE IN CARRYING OUT THE OBJECTIVES OF THE ASSOCIATION.

IN WITNESS WHEREOF, THE SUBSCRIBERS HAVE AFFIXED HERETO THEIR SIGNATURES
THIS 21ST DAY OF NOVEMBER, 1975.

S/ JERROLD J KESSLER, JR.

S/ ROGER L. VOSS

S/ MITCHEL STEKLOF

LAW OFFICES
BRANNEN, STILLWELL & PERRIN, P.A.

734801

JOE S. BRANNEN*
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November 5, 1999

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

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-11/10/99-01053--008
*****78.75 *****78.75

RE: Riverhaven Village Property Owners Association, Inc.

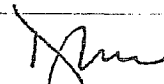
Dear Sir/Madam:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of Riverhaven Village Property Owners Association, Inc. and a check for \$78.75.

Please return a certified copy of the Articles of Amendment to my office. Thank you for your attention to this matter.

Sincerely,

BRANNEN, STILLWELL & PERRIN, P.A.


Denise A. Lyn

DAL/ss

Enclosures

C:\WPDOCS\RIVERPOA\STATEAMN.LTR

FILED
99 NOV 10 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

T. LEWIS NOV 17 1999

Articles of Amendment of the Articles of Incorporation of Riverhaven Village
Property Owners Association Inc.

Pursuant to the provisions of §17.1006, Florida Statute, the undersigned corporation adopts the following Articles of Amendment to it's Articles of Incorporation:

- 1- The name of the corporation is Riverhaven Village Property Owners Association, Inc.
- 2- The following amendments of the Articles of incorporation were adopted by the membership of the corporation on the 10th day of February, 1999.
- 3- The Articles of Incorporation will be amended as follows:
 - a- The first paragraph of Article VI of the Articles of Incorporation will read as follows:


The affairs of the Association shall be managed by a Board of Directors composed of not less than three (3), nor more than the number specified in the By-laws, and in the exact number of persons as specified in said By-laws. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of not less than one (1) year nor more than three (3) years as specified in the By-laws, or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the directorate, shall be established by the By-laws.

- b- Article VIII will read as follows:

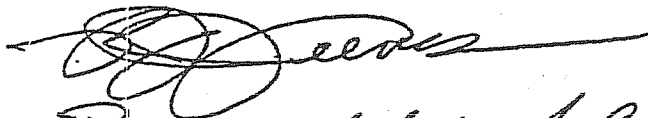
By-laws of the Association may be passed, amended or repealed by a majority vote of the members in good standing in attendance at any regular membership meeting, or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting at which they are to be considered. Due notice by mail to every member in good standing, of the meeting at which they are to be considered must be given at least ten days prior to the time of said meeting.

- 4- All other portions of the Articles of Incorporation not expressly amended hereby will remain unchanged.
 - 5- This amendment was adopted by a three-fourth (3/4) vote of the membership in good standing present at the Annual Meeting, of Members either in person or by proxy.

In witness whereof, the president of the corporation has executed these Articles of Amendment this 16 day of, OCTOBER, 1999.



Michael D. Moore, President
Riverhaven Village Property Owners Association, Inc.



Pres. as of date of Amendment
2/10/99

FILED
99 NOV 10 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA