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ARTICLES OF INCORPORATION
OF
RIVERSIDE ESTATES PROPERTY ASSOCIATION,
INC.
A Florida Corporation Not-for-Profit

The undersigned Incorporator, for the purpose of forming a not-for-profit pursuant to the Laws of the State of Florida, Florida Statutes, Chapter 17, hereby adopts the following Articles of Incorporation:

P R E A M B L E

Blackwell Properties, Inc., owns certain property in Pasco County, Florida, and has executed, declared and recorded Deed Restrictions for the RIVERSIDE ESTATES SUBDIVISION, which will affect the subject property. The Association is being formed as the Association to administer the Declaration and to perform the duties and exercise the powers pursuant to the Declaration, as recorded in the Public Records of Pasco County, Florida. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation and the By-Laws of the Association.

ARTICLE 1 - NAME

The name of the Corporation is RIVERSIDE ESTATES PROPERTY ASSOCIATION, INC., hereinafter referred to as the Association.

ARTICLE 11 - PURPOSE

The purpose for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the ASSOCIATION as provided in the Declaration.
3. To promote the health, safety, welfare, comfort and social and economic benefit of the member of the Association.

ARTICLE 111 - POWERS & DUTIES

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.

2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to, the following:
 - a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
 - b. To make and collect ASSESSMENTS against OWNERS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.
 - c. To enforce the provisions of the DECLARATION, these ARTICLES, and the BY-LAWS.
 - d. To make, establish and enforce reasonable rules and regulations governing the use of COMMON AREAS, LOTS, UNITS and other property under the jurisdiction of the ASSOCIATION.
 - e. To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage, detention, and cable television purposes.
 - f. To borrow money for the purposes of carrying out the powers and duties of the ASSOCIATION.
 - g. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the DECLARATION.
 - h. To obtain insurance as provided by the DECLARATION.
 - i. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for proper operation of the properties for which the ASSOCIATION is responsible, or to contract with others for the performance of such obligations, services and/or duties.
 - j. To sue and be sued.
 - k. To operate and maintain the surface water management system, as permitted by the Southwest Florida Water Management District (SWFWMD), including all lakes, retention and detention areas, culverts and related appurtenances.

ARTICLE IV - MEMBERS

1. The members of the ASSOCIATION shall consist of all of the record owners of LOTS. Membership shall be established as to each LOT upon the recording of the DECLARATION. Upon the transfer of ownership of fee title to, or fee interest in, a LOT, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the LOT affected thereby, the new OWNER as to the LOT designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the LOT. Prior to the recording of the DECLARATION, the incorporator shall be the sole member of the ASSOCIATION.
2. The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the LOT for which that membership is established.
3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each LOT. In the event any LOT is owned by more than one person and/or by an entity, the vote for such LOT shall be cast in the manner provided by the BY-LAWS. Any such person or entity owning more than one LOT shall be entitled to one vote for each LOT owned.
4. The BY-LAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provisions for special meetings.

ARTICLE V - TERM OF EXISTENCE

The ASSOCIATION shall have perpetual existence.

ARTICLE VI - INCORPORATOR

Name: Gary Blackwell, II
Address: 6915 S.R. 54
City, State & Zip: New Port Richey, FL 34653

ARTICLE VII - DIRECTORS

1. The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall initially consist of three (3) members, which are as follows:

Tracey Blackwell
5013 Genesis Avenue
Holiday, Florida 34690

Jacqueline L. Olson
P. O. Box 1971
New Port Richey, Florida 34656

Gary Lee Blackwell, II
5720 Chipper Drive
New Port Richey, Fl 34652

The By-Laws may provide for a method of determining the number of Directors from time to time.

2. All of the duties and powers of the Association existing under the DECLARATION, these ARTICLES and the BY-LAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.
3. The DECLARANT shall have the right to appoint all of the directors until DECLARANT has conveyed 75% of the LOTS with the SUBJECT PROPERTY in Phase One and Phase Two, or until 5 years after the DECLARATION is recorded in the public records in the county in which the SUBJECT PROPERTY is located, whichever occurs first, and thereafter shall have the right to appoint one director so long as the DECLARANT owns any LOT. The DECLARANT may waive its right to elect one or more directors by written notice to the ASSOCIATION and thereafter such directors shall be elected by the members. When the DECLARANT no longer owns any LOT within the PROPERTY, all of the directors shall be elected by the members in the manner provided in the BY-LAWS.
4. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BY-LAWS, however any director appointed by the DECLARANT may only be removed by the DECLARANT and any vacancy is to be filled, the DECLARANT is entitled to appoint the directors.
5. The name and address of the initial director, who shall hold office until his successor is appointed or elected, is as follows:

GARY L. BLACKWELL
6915 S.R. 54
New Port Richey, Florida 34653

ARTICLE VIII - OFFICERS

The officers of the ASSOCIATION shall be president, vice president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD and the BY-LAWS may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

PRESIDENT	-	GARY L. BLACKWELL, II
VICE-PRESIDENT	-	GARY L. BLACKWELL
SECRETARY	-	JACQUELINE L. OLSON

RESIDENT AGENT

Initial Registered Office and Agent of the Corporation is as follows and the corporate principal and mailing address shall be the same:

Gary L. Blackwell

6915 S. R. 54, New Port Richey, FL 34653

ARTICLE IX - INDEMNIFICATION

1. The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the ASSOCIATION) by reason of the fact that he is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorneys' fees and appellate attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonable entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suite or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.
2. To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees actually and reasonably incurred by him in connection therewith.
3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the ASSOCIATION only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the BOARD by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or c) by approval of the members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the final disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.
5. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the state of Florida, any BY-LAW, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.
6. The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was serving at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provision of this Article.

ARTICLE X - BY-LAWS

The first BY-LAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the Directors and/or members in the manner provided by the BY-LAWS.

ARTICLE XI - AMENDMENTS

Any amendment to these ARTICLES which would affect the surface water management system, including the water management portions of the common areas, must have the prior approval of the Southwest Florida Water Management District.

ARTICLE XII - DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, including but not limited to the surface water management system, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be

the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right or title of any MEMBER vested in him under the recorded DECLARATION unless made in accordance with the provision of such DECLARATION. In the event of such dissolution, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and if such property is not accepted, the surface water management system shall be dedicated to a similar non-profit corporation.

IN WITNESS WHEREOF, we the undersigned organizers and incorporators, have hereunto set our hands and seals this 1st day of May, 2000, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of Florida, this certificate of Incorporation and certify that the facts herein stated are true.

WITNESSES:

Vicki L. Clark
Nancy Scottis
Vicki L. Clark
Nancy Scottis
Vicki L. Clark
Nancy Scottis

Gary Blackwell, II
 Gary Blackwell, II

Gary Blackwell
 Gary Blackwell

Jacqueline L. Olson
 Jacqueline L. Olson

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
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STATE OF FLORIDA
 COUNTY OF PASCO

Before me, the undersigned authority, personally appeared the above named Gary Blackwell, II, Gary Blackwell and Jacqueline L. Olson, who each provided personally known identification, and who in my presence and in the presence of each other, hereunto subscribed their names and signatures to the foregoing Articles of Incorporation and who did not take an oath.

DATED this 24th day of May, 2000.

 (SEAL)
 NOTARY PUBLIC
 STATE OF FLORIDA
 VICKI LYNN CLARK
 COMMISSION # CC638271
 EXPIRES APR 13, 2001
 BONDED THROUGH
 ATLANTIC BONDING CO., INC.

Vicki Lynn Clark
 Notary Public

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

Gary Blackwell
 Resident Agent