

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE RIVER RIDGE HOME OWNERS ASSOCIATION
OF MARTIN COUNTY, INC.

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
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ARTICLE I

Name

The name of this corporation shall be THE RIVER RIDGE HOME OWNERS ASSOCIATION OF MARTIN COUNTY, INC., hereinafter called the "Association."

ARTICLE II

Principal Office

The principal office of the Association shall be located at the Management Company to be determined by the Board of Directors. The Board of Directors may from time to time designate such other address for the principal office of the Association.

ARTICLE III

Purposes

The general nature, objects and purposes of the Association shall be:

(a) To promote the health, safety and social welfare of the owners of the property of the Association.

(a) To provide for the improvement, maintenance and preservation of the aforescribed property and to provide for architectural control of all buildings, fences, walls or other structures or improvements located thereon.

(b) To administer and enforce all of the terms and conditions of all Covenants, Conditions, and Restrictions relating to said property.

(c) To operate without profit for the sole and exclusive benefit of its members.

ARTICLE IV

General Powers

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

(a) To exercise all of the powers, privileges and duties set forth in the aforesaid Declaration of Covenants, Conditions, and Restrictions as said Declaration presently exists and as it may, from time to time, be amended.

(b) To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the aforesaid Declaration or the By-Laws of the Association for all of the purposes of the Association and to create and establish reasonable reserves for all of such purposes.

(c) To pay all expenses incident to the conduct of the business of the Association.

(d) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements.

(e) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association.

(f) To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association.

(g) To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.

(h) To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.

(i) To exercise any and all powers, rights and privileges which a corporation, organized under the Corporations Not for Profit Law of the State of Florida by law may now or hereafter have or exercise.

(j) The Association may enter into agreements for installation, operation, purchase, and maintenance of cable, satellite and other telecommunication services. The agreements may be on a bulk or other basis within the Board of Directors' discretion. The charges and expenses for the agreement shall be collected as part of the annual assessment. The Board of Directors may grant easements across the Common Areas to implement such agreements.

ARTICLE V

Membership

The members of the Association shall consist of the record title property owners of the property described in Exhibit I attached hereto.

ARTICLE VI

Voting and Assessments

A. Each member shall be entitled to one vote for each platted lot owned. In the event the platted lot is owned by more than one person, all of such persons shall be entitled to a total of one vote so that each platted lot is represented by one vote. There shall be no splitting or division of votes and multiple owners shall designate one of their number to cast the vote represented by the lot. If a platted lot is owned by other than a natural person or persons, the member shall file with the secretary of the Association a notice designating the name of the individual who is authorized to cast the vote of such member. In the absence of such designation, the owner of the lot shall not be entitled to vote.

B. The Association shall obtain funds with which to operate by the assessment of its members in accordance with the provisions of the aforesaid Declaration of Covenants, Conditions, and Reservations as supplemented by the By-Laws of the Association. All fees, dues, charges and assessments shall be due and payable in such manner and at such times as the Board of Directors of the Association shall designate and the collection of the same may be enforced by all lawful means as provided in the aforesaid Declaration of Covenants, Conditions, and Restrictions.

ARTICLE VII

Board of Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) directors who shall be members of the Association. The exact number of directors shall be fixed from time to time by the Board of Directors. The method for election of the Board of Directors shall be set forth in the Bylaws.

ARTICLE VIII

Officers

A. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time, by resolution, establish. Any two or more offices may be held by the same person except the office of President and Secretary. The officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the members of the Association.

ARTICLE IX

Corporate Existence

The corporation shall have perpetual existence.

ARTICLE X

By-Laws

1. The Board of Directors shall adopt By-Laws consistent with these Articles.
2. Said By-Laws may be amended, at a regular or special meeting of the Members, by a vote of the majority of a quorum of the Members present in person or by proxy, provided that those provisions of these By-Laws which are covered by the Articles of Incorporation of this Association may not be amended except as provided in the Articles of Incorporation or applicable law; and provided further that any matter stated herein to be or which is in fact covered by the Protective Covenants may not be amended except as provided therein.

ARTICLE XI

Indemnification of Officers and Directors

Each and every officer and director of the Association shall be indemnified by the Association against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed upon such officer or director in connection with any claim, demand or proceeding to which such officer or director may be a party or in which such officer or director may become involved by reason of his being or having been an officer or director of this Association whether or not such person is an officer or director at the time such expenses are incurred, provided however, if such officer or director is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the duties of such officer or director, the Association shall not indemnify such officer or director. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board of Directors of the Association shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer or director and the Association. The Association may purchase such insurance policies as the Board of Directors of the Association shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, any and all other rights to which such officer or director may be entitled.

ARTICLE XII

Transactions in Which Officers or Directors are Interested

A. No contract or transaction between the Association and one or more of its officers or directors or between the Association and any other legal entity in which one or more of the officers or directors of the Association are interested in any manner, shall be invalid, void or voidable solely for that reason, or solely because an officer or director of the Association is present at or participates in the meeting of the Board of Directors of the Association or any committee thereof which authorizes such a contract or transaction, or solely because of the vote of such officer or director in connection therewith. No officer or director of the Association shall incur liability by reason of the fact that such officer or director is or may be interested in any such contracts or transactions.

B. Interested directors may be counted in determining the presence of a quorum at the meeting of the Board of Directors or of any committee thereof, which authorizes contracts or transactions.

ARTICLE XIII

Dissolution

This Association may be dissolved upon the written consent of two-thirds (2/3rd) of all of the 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 and shall be used for purposes similar to those for which this Association was created. In the event that such dedication is refused or in the event that those persons voting for dissolution so indicate such assets shall be granted, conveyed or assigned to any other non-profit corporation devoted to such similar purposes.

ARTICLE XIV

Amendment of Articles of Incorporation

These Articles may be altered, amended, or repealed in the following manner:

(a) Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.

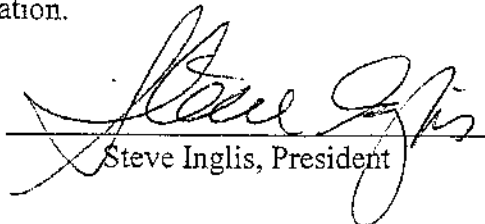
(b) A resolution for the adoption of the proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Approval of a proposed amendment must be by a majority of the Board of Directors of the Association and not less than two-thirds (2/3rd) of the votes entitled to be cast by members at a members' meeting at which there is a quorum, or by the written consent of two-thirds (2/3rd) of all the members.

ARTICLE XV

Resident Agent

The resident agent of the Association to accept service of process in this state and who shall serve until replaced by the Board of Directors of the Association shall be Bristol Management Services, Inc. 1930 Commerce Lane, Suite 1, Jupiter, Florida and as may be designated by the Board of Directors from time to time.

The undersigned, as President and on behalf of Bristol Management Services, Inc., is familiar with and accepts the duties and responsibilities as registered agent for the Association.


Steve Inglis, President

**ARTICLES OF AMENDMENT OF THE
ARTICLES OF INCORPORATION
OF THE RIVER RIDGE HOME OWNERS ASSOCIATION
OF MARTIN COUNTY, INC.
751466**

Pursuant to the provision of Chapter 617 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment.

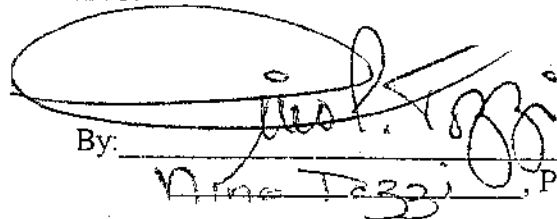
FIRST: The Articles of Incorporation are Amended and Restated as set forth in the attachment hereto.

SECOND: The date of adoption was March 24, 2003.

THIRD: The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes was sufficient for approval.

Dated April 21, 2003

**THE RIVER RIDGE HOME OWNERS S
ASSOCIATION OF MARTIN COUNTY,
INC.**

By: 
Nina Tazzi, President

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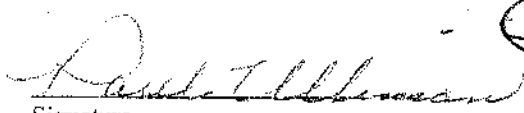
**CERTIFICATE OF AMENDMENT, AMENDING AND RESTATING THE
ARTICLES OF INCORPORATION OF THE RIVER RIDGE HOME OWNERS ASSOCIATION OF
MARTIN COUNTY, INC.**

I HEREBY CERTIFY that the amendments attached as Exhibit "1" to this Certificate was duly adopted as the Amended and Restated Articles of Incorporation of The River Ridge Home Owners Association of Martin County, Inc. The original Articles of Incorporation of The River Ridge Home Owners Association, Inc. is recorded in Official Records Book 493 at Page 1235 of the Public Records of Martin County, Florida. Written consent to the Amendments was given in accordance with Section 617.0701(4) of the Florida Statutes.

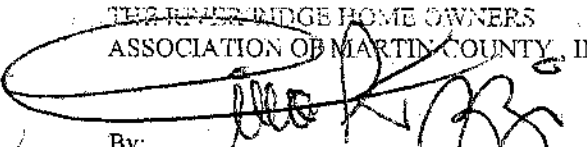
DATED this 21ST day of April, 2003.

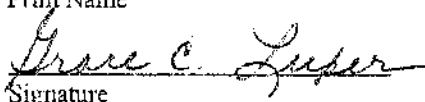
WITNESSES:

THE RIVER RIDGE HOME OWNERS
ASSOCIATION OF MARTIN COUNTY, INC.


Signature

Paul Ulliman
Print Name


By: Dino Tazzi, President


Signature

Grace Luper
Print Name

By: 
Lanna Echells, Secretary

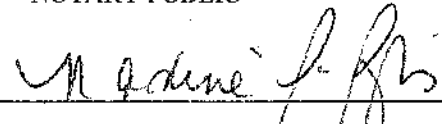
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 21ST day of April, 2003, by Dino Tazzi, as President, and Lanna Echells, as Secretary of The River Ridge Home Owners Association of Martin County, Inc., who are Personally Known or Produced Identification _____.

Type of Identification Produced _____

NOTARY PUBLIC (SEAL)

This instrument prepared by:
Scott A. Stoloff, Esquire
DICKER, KRIVOK & STOLOFF, P.A.
1818 Australian Avenue So.
Suite 400
West Palm Beach, Florida 33409

Sign 

Print _____
State of Florida

My Commission Expires _____



Nadine I. Ingitts
Commission # GC 829533
Expires May 8, 2003
Bonded Thru
Atlantic Bonding Co., Inc.