

EXHIBIT "B"

ARTICLES OF INCORPORATION

(see attached)

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FILED
2005 JUL 21 P 11:27
SECRETARY
TALLAHASSEE

**ARTICLES OF INCORPORATION
OF
THE RIVERWALK CLUB TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not For Profit)**

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not for profit corporation without stock under the laws of the State of Florida.

ARTICLE I- NAME

The name of this corporation is **The Riverwalk Club Townhomes Homeowners Association, Inc.** (hereinafter referred to as the "Association")

ARTICLE II- PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of the Common Area and facilities of The Riverwalk Club Townhomes , the location of which is approximately as depicted in the site plan attached hereto and made a part hereof as **Exhibit "A"** (the "Plan") and to undertake the performance of the acts and duties incident to the administration of the operation and management of the Common Area in and in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Declaration of Covenants, Conditions and Restrictions for The Riverwalk Club Townhomes (the "Declaration"), as recorded in the Public Records of Brevard County, Florida, and the Bylaws of this Corporation and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Area. The Association shall be conducted as a Florida Corporation not for profit. The terms used in these Articles shall have the same meaning as set forth in the Declaration.

ARTICLE III- POWERS

The Association shall have the following powers:

1. The Association shall have all the powers and duties granted to corporations not for profit under the laws of the State of Florida except as limited by these Articles of Incorporation and the Declaration.
2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:
 - (a) To make and establish reasonable rules and regulations governing the use of Lots and the Common Areas as said terms may be defined in the Declaration.
 - (b) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.

- (c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the requirements of the applicable St. Johns River Water Management District permit and applicable district rules; and to assist in the enforcement of those provisions of the Declaration which relate to the surface water or stormwater management system(s).
- (d) To levy and collect assessments against members of the Association to defray the common expenses of the Properties as may be provided in said Declaration and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the costs of maintenance and operation of the surface water or stormwater management system and including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Lots in said development.
- (e) To maintain, repair, replace, operate and manage the Common Area, including the right to reconstruct improvements after casualty and to make further improvements to the Common Area.
- (f) To contract for the maintenance of the Common Area.
- (g) To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the Rules and Regulations governing the use of the Common Area as may be hereafter established.
- (h) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.
- (i) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE IV-MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.
2. Membership shall be acquired by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing record title to a Lot, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, that any party who owns more than one Lot shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Lot.
3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws which may be hereafter adopted.
4. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each Lot as set forth in the Declaration, notwithstanding the fact that the Lot is owned by more than one person, and such vote or votes may be exercised by the Owner or Owners of each Lot in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any Owner or Owners own more than one Lot such Owner or Owners shall be entitled to exercise or cast as many votes as are allocated to the particular Lots owned, in the manner provided by the Bylaws.
5. Notwithstanding anything to the contrary herein, there shall be two (2) classes of Members. The Declarant shall be a Class B Member. The Class B Member shall be entitled to three (3) votes per Lot. All other Owners shall be Class A Members, which shall have one (1) vote per Lot. The Class B membership shall be converted to Class A membership at the happening of either of the following: (1) ninety percent (90%) of the Lots in the subdivision have been conveyed to Members, not including conveyances to a person, firm or entity to whom Declarant assigns its rights or (2) June 30, 2007.

ARTICLE V- TERM

Existence of the Association shall commence upon execution of these Articles of Incorporation. The Association shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water of stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. John's River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI- LOCATION

The principal office of the Association shall be located at 2425 Summerfield Way, Kissimmee, Florida, 34741, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII- DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than three (3) nor more than seven (7), except as may be changed from time to time as provided in the Bylaws. The manner of electing directors shall be provided for in the Bylaws of the Association.

2. The number of directors constituting the initial Board of Directors of the Association is three (3). The names and addresses of said persons who are to serve on the initial Board of Directors are:

- | | |
|------------------|---|
| Serena Tompkins | 2425 Summerfield Way, Kissimmee, Florida, 34741 |
| Kevin Tompkins | 2425 Summerfield Way, Kissimmee, Florida, 34741 |
| Raymond Tompkins | 2425 Summerfield Way, Kissimmee, Florida, 34741 |

ARTICLE VIII- OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- | | |
|--|---|
| Kevin Tompkins, President, | 2425 Summerfield Way, Kissimmee, Florida, 34741 |
| Serena Tompkins, Vice President/Secretary/Treasurer, | 2425 Summerfield Way, Kissimmee, Florida, 34741 |

ARTICLE IX- BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may, thereafter, be altered, amended or rescinded only as provided in said Bylaws.

ARTICLE X- INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities set forth above. The premiums for such insurance should be paid by the Lot Owners as part of the common expense.

ARTICLE XI- AMENDMENTS

These Articles of Incorporation may be amended by the members of the Association owning a majority of the Lots whether meeting as members or by instrument in writing signed by them. Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, nor change the provisions contained in Article III, Paragraph 2(j), without approval in writing of all members and the joinder of all record owners of mortgages on the Lots. Furthermore, no amendment shall be made that is in conflict with the Florida Statutes or the Declaration.

ARTICLE XII- CONFLICT OF INTEREST

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIII- INCORPORATOR

The name and address of the initial incorporator is as follows: Serena Tompkins, 2425 Summerfield Way, Kissimmee, Florida, 34741.

ARTICLE XIV- REGISTERED AGENT

The initial registered agent of the Association is Swann & Hadley, P.A. and the street address of the initial registered office of the Association is: 1031 W. Morse Boulevard, Suite 350, Winter Park, Florida 32789. This corporation shall have the right to change such registered agent and office from time to time as provided by laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Kissimmee, Osceola County, Florida, this 19th day of July, 2005.

Serena Tompkins
Serena Tompkins

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Swann & Hadley, P.A.

BY: [Signature]
Printed Name: Ralph W. Hadley III
Its: Vice President

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to ~~take acknowledgements~~, personally appeared, Serena Tompkins. She is personally known to me or has produced (type of identification) as Identification and she executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 19th day of July, 2005.



Karen M. Brown
Notary Public
Karen M. Brown
Printed Name: _____
My Commission Expires: _____



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ARTICLES OF AMENDMENT
TO THE RESTATED ARTICLES OF INCORPORATION
OF

RIVERWALK OF MELBOURNE HOME OWNERS ASSOCIATION, INC.

Pursuant to the provisions of the Florida Not For Profit Corporation Act the undersigned corporation, with the unanimous approval of its Members and each of its directors hereby does adopt these Articles of Amendment.

FIRST: The name of the Corporation is RIVERWALK OF MELBOURNE HOME OWNERS ASSOCIATION, INC.

SECOND: The Articles of Incorporation of the Corporation are hereby amended by adding thereto the following to Article XI - DISSOLUTION:

"In the event of dissolution of the Association, and any provision herein to the contrary notwithstanding, the City of Melbourne, a Florida municipal corporation, shall not be required to take title to or to operate any of the assets of the Association, including without limitation any of the Improvements, Common Areas, Water Distribution System, Sewer Collection System, or Surface Water Management System. This provision shall not be amended or terminated without the express written consent of the City of Melbourne."


THIRD: The foregoing amendment to the Articles of Incorporation was approved by the Board of Directors and adopted by a majority of the Members entitled to vote on the 12th day of April, 2012.

Executed this 12th day of April, 2012.

RIVERWALK OF MELBOURNE
HOME OWNERS ASSOCIATION, INC.,
a Florida not for profit corporation

Attest:

By: _____
Name: Keith Hyatt
As Its: President

By: 
Name: Jeffrey Granger
As Its: Secretary

Address: 5844 Old Pasco Road Suite 100
Wesley Chapel Florida 33544

Address: 5844 Old Pasco Road Suite 100
Wesley Chapel Florida 33544

{CORPORATE SEAL}

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HOME OWNERS ASSOCIATION, INC.,
a Florida not for profit corporation

By: Keith Hyatt
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As Its: President

Address: 5844 Old Pasco Road Suite 100
Wesley Chapel Florida 33544

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By: _____
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Address: 5844 Old Pasco Road Suite 100
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