# State of Florida

## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on February 24, 1984, as shown by the records of this office.

The document number of this corporation is N01637.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-third day of December, 1992

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

Jim Smith
Secretary of State

CR2EO22 (2-91)

N01687

FILED

# ARTICLES OF INCORPORATION

# OF

# RIVER RUN OF SEBASTIAN

# CONDOMINIUM ASSOCIATION, INC.

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not for Profit, the undersigned hereby incorporates a corporation for the purpose and with the powers hereinafter mentioned, and, to that end, does, by these Articles of Incorporation, set forth:

I

The name of the proposed corporation shall be RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Corporation" and the "Association".

II

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, 1983, as amended, for the operation of a group of no fewer than one (1) and no more than five (5) condominiums (the "Condominiums") that may be established by MULLER ENTERPRISES, INC., a Florida corporation, hereinafter called the "Developer", upon the lands described in Exhibit AI-A hereto, and to purchase, own, operate, lease, sell, trade and otherwise deal with such property, or other property, whether real or personal, as may be necessary or convenient in the administration of said Condominiums. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

III

The powers of the Association will include and be governed by the following provisions:

1. The Association will have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles, the Declarations of Condominium of the Condominiums, the Bylaws of this Corporation or the Condominium Act.

2. The Association will have all of the powers and duties set forth in the Condominium Act; and it will have all of the powers and duties reasonably necessary to operate said Condominiums pursuant to the several Declarations of Condominium, as they may be amended from time to time, including but not limited to the following:

a. To make and establish reasonable rules and regulations governing the use and maintenance standards of the Condominiums, as said terms may be defined in the several Declarations of Condominium to be recorded.

b. To make and collect assessments against members to defray the costs, expenses and losses of the Condominiums.

c. To use the proceeds of assessments in the exercise of its powers and duties.

d. To maintain, repair, replace and operate the Condominium properties.

e. To purchase insurance for the Condominium properties and insurance for the protection of the Association and its members as Condominium unit owners.

f. To reconstruct improvements after casualty and to further improve the Condominium properties.

g. To make and amend reasonable regulations respecting the use of the Condominium properties.

h. To approve or disapprove the transfer, lease, mortgage and ownership of Condominium units as may be provided by the several Declarations of Condominium and the By-laws of the Association.

i. To enforce by legal means the provisions of the Condominium Act, the several Declarations of Condominium, these Articles, the By-laws of the Association and the regulations for the use of the Condominium properties.

j. To contract for the management and operation of the Condominiums, including their common properties; and to thereby delegate all powers and duties of the Association, except such as are specifically required to have the approval of the Board of Directors or of the membership of the Association.

k. To employ personnel to perform the services required for the proper management and operation of the Condominiums.

l. To own and hold fee simple title to lands, within reasonable proximity to the Condominium properties upon which recreational facilities, entranceways, walkways, parking areas, and like facilities are or may be constructed for the benefit of Condominium unit owners, and to manage, control and maintain the same; provided, however, that such facilities shall and must be for the use and enjoyment of all unit owners in the Condominiums to be established upon the lands described in Article II hereof. The Association shall assess each unit when completely constructed for its pro-rata share of the costs and expenses of the operating and maintaining of said facilities.

m. To lease such portions of the common properties of the Condominiums to third parties in connection with the management and maintenance of the said Condominiums.

n. All such other powers as are necessary or desirable for the effectuation o. the above purposes and not otherwise prohibited by law.

3. All funds, except such portions thereof as are expended for the common expenses of the Condominiums and the title to all property, will be held in trust for the members of the Association, in accordance with their respective interests under the several Declarations of Condominium and in accordance with the provisions of these Articles of Incorporation and the By-laws of the Association.

4. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the several Declarations of Condominium and the By-laws of the Association.

## IV

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. The members of the Association will consist of all of the record owners of the Condominium units in the Condominiums

for which the Association has operating responsibility, and no other persons or entities shall be entitled to membership except as provided in Section 4 of this Article IV and as provided in Article VIII; and after termination of any of the Condominiums will consist of those who were members of the terminated Condominium(s) at the time of such termination, their successors and assigns and the members of such of the Condominiums, if any, as are not terminated. Membership shall be established (i) by acquiring and recording evidence in the public records of Indian River County of fee title to a unit in any of the Condominiums, or by acquiring and recording evidence of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and (ii) by delivery of a copy of said evidence to the Association, and the membership of any person shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any unit, except that nothing herein contained shall be construed as terminating the membership of any person who may own two or more units, or who may own a fee ownership interest in two or more units, so long as any such person shall retain title to or a fee ownership interest in any unit.

2. The share 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 Condominium unit. 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 several Declarations of Condominium, and in the By-laws which shall be hereafter adopted.

3. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each Condominium unit in the Condominiums in such manner as may be provided in the By-laws hereafter adopted by the Association. Should any member own more than one Condominium unit, such member shall be entitled to exercise or cast as many votes as he owns units in the manner provided by said By-laws.

4. Until such time as at least one (1) of the properties described in Article II hereof is submitted to a plan of condominium ownership by the recordation of a Declaration of Condominium, the membership of the Association shall be comprised of the subscriber of these Articles of Incorporation, and such subscriber shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

V

The Corporation shall have perpetual existence.

VI

The principal office of the Corporation shall initially be located at 3339 Cardinal Drive, Vero Beach, Indian River County, Florida, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may be designated from time to time by the Board of Directors.

VII

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice Presidents, if any, a Secretary and a Treasurer, and Assistant Secretaries and Assistant Treasurers, if any, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of any of the Condominiums and the affairs of the Corporation, and any such person or entity may be a member of the Corporation or a director or officer of the Corporation, or may have directors or officers in common with the Corporation, as the case may be.

VIII

1. The number of directors on the first Board of Directors (the "First Board"), the "Initial Elected Board", as hereinafter defined, and all Boards elected prior to the annual members' meeting following the Developer's Resignation Event, as

hereinafter defined, shall be three (3). The number of directors elected by the "Purchaser Members" (as hereinafter defined) subsequent to the Initial Elected Board, shall be as provided in this Article VIII.



2. The names and addresses of the persons who are to serve as the First Board are as follows:

| NAME | ADDRESS |
|---|---|
| Henry J. Muller | 3339 Cardinal Drive<br>Vero Beach, FL 32963 |
| Jack P. Schleifer | 60 East 42nd Street<br>New York, NY 10165 |
| Cecelia Z. Muller | 3339 Cardinal Drive<br>Vero Beach,FL 32963 |

Developer reserves the right to designate successor directors to serve on the Board for so long as it has the right to designate any directors, as hereinafter provided.

3. Upon the conveyance by Developer to unit owners other than Developer ("Purchaser Members") of fifteen percent (15%) or more of all units in any one Condominium, the Purchaser Members shall be entitled to elect one director, which election shall take place at a special meeting of the membership to be called by the Board for such purpose (the "Initial Election Meeting"). At the Initial Election Meeting, one (1) of the directors previously designated by the Developer shall submit his or her written resignation, which shall be accepted, and the Purchaser Members present in person or by proxy shall thereupon proceed to elect one (1) director by written ballot, all nominations to be from the floor. The Board as so reconstituted shall be the "Initial Elected Board". The remaining two (2) directors shall retain their positions until they resign or are replaced by the Developer, which right of replacement at any time is reserved by the Developer. Subject to the other provisions of this Article VIII, the Initial Elected Board shall serve until the next Annual Members' Meeting, at which time the Purchaser Members shall elect another Director to replace the single director elected by such Purchaser Members at the Initial Election Meeting; provided, however, that any director elected by the Purchaser Members shall be eligible to succeed himself. Directors previously designated

by the Developer shall retain their positions through each annual members' meeting until they resign or are replaced by the Developer, which right of replacement at any time is reserved by the Developer. One director shall continue to be so elected at each subsequent annual members' meeting until such time as the Purchaser Members are entitled to elect not less than a majority of the directors on the Board.

4. Purchaser Members are entitled to elect not less than a majority of the Board upon the happening of any of the following events, whichever may first occur:

a. Three (3) years after sales by Developer of fifty percent (50%) of all of the units in the Condominiums have been closed, which closings shall be evidenced by the recording of instruments of conveyance of units to each of such Purchaser Members amongst the Public Records of Indian River County, Florida.

b. Three (3) months after sales by Developer of ninety percent (90%) of all units in the Condominiums have been closed, which closings shall be evidenced by the recording of instruments of conveyance of units to each of such Purchaser Members amongst the Public Records of Indian River County, Florida.

c. When all of the units in the Condominiums have been completed (as evidenced by the issuance of Certificates of Occupancy for all of same) and some have been sold to Purchaser Members and none of the others are being offered for sale by Developer in the ordinary course of business; or

d. When some of the units have been conveyed to Purchaser Members and none of the others are being constructed or offered for sale by Developer in the ordinary course of buisness.

5. The election of not less than a majority of directors by the Purchaser Members shall occur at a special meeting of the Membership to be called by the Board for such purpose (the "Majority Election Meeting").

6. At the Majority Election Meeting, one of the two directors designated by the Developer shall submit his or her

written resignation, which shall be accepted, and the Purchaser Members present in person or by proxy shall proceed to elect one (1) additional director by written ballot, all nominations to be from the floor; the other two (2) directors to retain their positions until the next required election, in the case of directors elected by the Purchaser Members, or their resignation or replacement, in the case of directors designated by the Developer. Upon the election of the new director by the Purchaser Members at the Majority Election Meeting, the Board of Directors as so reconstituted shall meet and proceed to elect a new President of the Association from among the directors elected by the Purchaser Members, the incumbent President to submit his resignation as President at such time. No other officers shall be replaced at such time.

7. The directors shall continue to be either elected or designated, as described in this Article VIII, at each subsequent annual members' meeting, until the annual members' meeting following the Developer's Resignation Event.

8. The Initial Election Meeting and the Majority Election Meeting shall be called by the Association, through its Board, within sixty (60) days after the Purchaser Members are entitled to elect a director or the majority of directors, as the case may be. A notice of meeting shall be forwarded to all Members in accordance with the By-laws; provided, however, that the Members shall be given at least thirty (30) but not more than forty (40) days' notice of such meeting. The notice shall also specify the number of directors to be elected by the Purchaser Members and the remaining number of directors designated by the Developer.

9. Developer shall cause its remaining designated director(s) to resign when Developer no longer holds at least five percent (5%) of the units in any one of the Condominiums for sale in the ordinary course of business; provided, however, that the Developer may at any time, in its sole discretion, cause the voluntary resignation of all of the directors designated by it. The happening of either such event is hereby referred to as the "Developer's Resignation Event". Upon the Developer's Resignation Event, the directors elected by Purchaser Members shall

elect successor directors to fill the vacancy or vacancies caused by the resignation of the remaining designated director(s). These successor directors shall serve until the next annual members' meeting and until their successors are elected and qualified.

10. At each annual members' meeting held subsequent to the year in which the Developer's Resignation Event occurs, all of the directors shall be elected by the members and, upon the affirmative vote of a majority of the members, the Board may be expanded to not more than nine (9) directors.

11. The resignation of a director who has been elected or designated by the Developer or the resignation of an officer of the Association who has been elected by the First Board or the Initial Elected Board shall, to the extent permissible by law, remise, release, acquit, satisfy and forever discharge such officer or director of and from any and all manner of action and actions, cause and causes of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, executions, claims and demands whatsoever, in law or in equity, which the Association or Purchaser Members had, now have, or which any personal representative, successor, heir or assign or the Association or Purchaser Members hereafter can, shall or may have against said officer or director for, upon, or by reason of any matter, cause or thing whatsoever through the day of such resignation.

12. Within sixty (60) days of the date of the Majority Election Meeting, on such date as it shall in its sole discretion determine (the "Turnover Date"), the Developer shall relinquish control of the Association to the Purchaser Members as required by §718.301, Florida Statutes, by submitting to the President of the Association, who shall accept them on behalf of the Association, the following: (1) resignations of all officers of the Association previously elected or appointed by a Developer-controlled Board of Directors, if any such remain in office; (2) all personal property of the Association or of the unit owners

other items as are required to be turned over by §718.301, Florida Statutes; provided, however, that the accounting for all Association funds required to be presented to the Association by the Developer pursuant to the terms of §718.301(5)(c), Fla. Stats., may be remitted to the President of the Association by the independent auditor responsible for such accounting within such time after the Turnover Date as shall be needed by such independent auditor for the making of such accounting but in no event later than ninety (90) days after the Turnover Date and provided, further, that in the event that the said auditor fails to remit the results of the said accounting to the President in a timely manner, neither Developer nor any of Developer's principals, employees or agents shall be liable therefor or for any consequences thereof.

IX

The Board of Directors shall elect a President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X

The subscriber to these Articles of Incorporation is the person named herein to act and serve as member of the first Board of Directors of the Corporation, the name of which subscriber and his respective post office address is more particularly set forth below.

Henry J. Muller — 3339 Cardinal Drive, Vero Beach, FL 32963

XI

The original By-laws of the Corporation shall be adopted by a majority vote of the first Board of Directors of the Corpo-

ration, and, thereafter, such By-laws may be altered, amended or rescinded only in such manner as the By-laws may provide.

XII

The officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

| NAME | OFFICE |
| --- | --- |
| Henry J. Muller | President |
| Jack P. Schleifer | Vice President |
| Cecelia Z. Muller | Secretary-Treasurer |

XIII

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, penidng or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, 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), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such 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, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which shall court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, 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 the person had reasonable cause to believe that his conduct was unlawful.

XIV

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the directors, or by a majority of the members of the Corporation, whether meeting as members or by instruments in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other officer of the Corporation in the absence of the President, who shall thereupon call a special meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written notice or printed notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than fourteen (14) nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Corporation, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of a majority present at such meeting, in order for such amendment or amendments to become effective unless otherwise expressly

required by Florida law. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and, upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Indian River County, Florida, within thirty (30) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to such meeting.

Notwithstanding the foregoing, so long as MULLER ENTERPRISES, INC., shall have the right hereinabove provided to select a majority of the Board of Directors of the Corporation, an amendment or amendments to these Articles of Incorporation may be adopted and approved by an affirmative vote of a majority of the Board of Directors of the Corporation in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments to these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the State of Florida, and, upon such registration, a certified copy thereof shall be recorded in the public records of Indian River County, Florida. Moreover, so long as MULLER ENTERPRISES, INC. shall have the right to select a majority of the Board of Directors of the Corporation, no amendment to these Articles of Incorporation shall be adopted or become effective without the affirmative vote of a majority of the Board of Directors.

Notwithstanding the foregoing provisions of this Article XIV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of MULLER ENTERPRISES, INC. to designate and select members of each Board of Directors of the corporation, as provided in Article VIII hereof, may be adopted

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

be become effective without the prior written consent of MULLER ENTERPRISES, INC.

IV

The resident agent for the service of process within the State shall be:

| NAME | ADDRESS |
| --- | --- |
| Henry J. Muller | 3339 Cardinal Drive<br>Vero Beach, Florida 32963 |

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7 day of February, 1984, at Vero Beach, Florida.

Henry J. Muller (SEAL)
Henry J. Muller

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority, personally appeared HENRY J. MULLER, who, being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed this 7 day of February, 1984.

Notary Public, State of Florida at Large. My Commission expires:

Notary Public, State of Florida at Large
My Commission Expires July 22, 1986

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with the said Act:

First, that RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of VERO BEACH, County of INDIAN RIVER, State of FLORIDA, has named HENRY J. MULLER, located at 3339 Cardinal Drive, Vero Beach, Indian River County, Florida 32963, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open said office.

Henry J. Muller
Resident Agent

EXHIBIT A1-A



Portions of Government Lots 3 and 4, Section 8, Township 31 South, Range 39 East, Indian River County, Florida, more particularly described as follows:

Commencing at the Southwest corner of aforementioned Government Lot 4, run South 89°38'22" East, along the South line of said Government Lot 4, also being the South Section line, 84.96 feet to the East right-of-way of State Road No. 5 (U.S. Highway No. 1); thence North 25°57'59" West along said right-of-way, 39.01 feet to the Point of Beginning. From the Point of Beginning, continue North 25°57'59" West along said East right-of-way, 154.21 feet to its intersection with the East line of aforementioned Government Lot 3; thence continue North 25°57'59" West along said right-of-way in Government Lot 3, 394.11 feet to the South line of Floravon Shores Subdivision, as recorded in Plat Book 4, page 78, Public Records of Indian River County, Florida; thence leaving State Road No. 5 right-of-way, run North 88°20'31" East along the South line of said Floravon Shores, 173.38 feet to its intersection with the East line of Government Lo. 3; thence continue North 88°20'31" East, in Government Lot 4, 1,070 feet more or less, to the Westerly shore of the Indian River; thence meander Southeasterly along the shore of the Indian River 720 feet, more or less, to its intersection with a line which bears South 89°38'22" East from the Point of Beginning and is 35 feet North of and parallel with the South line of Government Lot 4; thence North 89°38'22" West, 1,300 feet along said line, parallel with the South line of Government Lot 4 to the Point of Beginning.

ALSO BEING DESCRIBED AS:

That part of Government Lot 3, lying East of U.S. Highway No. 1, as now located, and all of Government Lot 4, Section 8, Township 31 South, Range 39 East, Indian River County, Florida, LESS AND EXCEPT parcels described in Deed Book 85, page 63, and Deed Book 102, page 406, Public Records of Indian River County, Florida and also LESS the South 35 feet of said Government Lot 4.

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

River Run of Sebastian
Condominium Association, Inc.

To: Department of State
Tallahassee, Florida 32301

Pursuant to the provisions of Sections 607.187 and 617.017 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC.

2. The corporation is a not-for-profit corporation organized under Florida law in 1984.

3. The articles of incorporation of the corporation do not contain express provisions governing the manner in which amendments to the said articles are to be adopted.

4. The corporation has no members at the time this document is executed.

5. The following amendments of the articles of incorporation of the corporation were adopted by the directors of the corporation on March 24, 1984, in the manner prescribed by the Florida Not for Profit Corporation Act.

6. The corporation has no shares authorized, issued, or outstanding.

7. The amendments substitute a revised legal description as Exhibit A to the Articles of Incorporation. The revised legal description is attached hereto as Exhibit A.

Dated: March 24, 1984

RIVER RUN OF SEBASTIAN
CONDOMINIUM ASSOCIATION, INC.

by: _____
President

attest: _____
Secretary

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

Before me, the undersigned authority duly authorized in the state and county aforesaid to take acknowledgments, appeared HENRY J. MULLER and CECELIA Z. MULLER, known to me and known to me to be the President and Secretary, respectively, of RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., and the persons described in and who executed the foregoing Articles of Amendment to Articles of Incorporation, and they acknowledged before me that they had executed the same.

Witness my hand and official seal at Vero Beach, Florida, this 27th day of March, 1984.

Notary Public - State of Florida at Large.

My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCT. 23, 1985
BONDED THRU GENERAL INS. UNDERWRITERS

EXHIBIT A

Portions of Government Lots 3 and 4, Section 8, Township 31 South, Range 39 East, Indian River County, Florida, more particularly described as follows:

Commencing at the Southwest corner of aforementioned Government Lot 4, run South 89°38'22" East, along the South line of said Government Lot 4, also being the South Section line, 84.96 feet to the East right-of-way of State Road No. 5 (U.S. Highway No. 1); thence North 25°57'59" West along said right-of-way, 39.01 feet to the Point of Beginning. From the Point of Beginning, continue North 25°57'59" West, along said East right-of-way 154.21 feet to its intersection with the East line of aforementioned Government Lot 3; thence continue North 25°57'59" West along said right-of-way in Government Lot 3, 394.11 feet to the South line of Floravon Shores Subdivision, as recorded in Plat Book 4, page 78, Public Records of Indian River County, Florida; thence leaving State Road No. 5 right-of-way, run North 88°20'31" East along the South line of said Floravon Shores, 173.38 feet to its intersection with the East line of Government Lot 3; thence continue North 88°20'31" East, in Government Lot 4, 1,070 feet, more or less, to the Westerly shore of the Indian River; thence meander Southeasterly along the shore of the Indian River 720 feet, more or less, to its intersection with a line which bears South 89°38'22" East from the Point of Beginning and is 35 feet North of and parallel with the South line of Government Lot 4; thence North 89°38'22" West, 1,300 feet along said line, parallel with the South line of Government Lot 4 to the Point of Beginning.

ALSO BEING DESCRIBED AS:

That part of Government Lot 3, lying East of U.S. Highway No. 1, as now located, and all of Government Lot 4, Section 8, Township 31 South, Range 39 East, Indian River County, Florida, less and except parcels described in Deed Book 85, page 63 and Deed Book 102, page 406, Public Records of Indian River County, Florida and also, less the South 35 feet of said Government Lot 4.

LESS THE FOLLOWING DESCRIBED PARCELS:

Commencing at the Southwest corner of the aforementioned Government Lot 4, run South 89°38'22" East along the South line of said Government Lot 4, also being the South Section line, 84.96 feet to the East right-of-way of State Road No. 5 (U.S. Highway No. 1); thence North 25°57'59" West along said right-of-way, 126.01 feet; thence North 64°02'01" East, 25.0 feet to the Point of Beginning. From the Point of Beginning, run North 41°54'47" East, 114.84 feet; thence South 52°46'11" East, 200.0 feet; thence South 0°21'38" West, 40.0 feet; thence North 89°38'22" West, 199.53 feet; thence North 25°57'59" West, 82.63 feet to the Point of Beginning.

AND ALSO EXCEPTING:

Commencing at the Southwest corner of the aforementioned Government Lot 4, run South 89°38'22" East along the South line of said Government Lot 4, also being the South Section line, 84.96 feet to the East right-of-way of State Road No. 5 (U.S. Highway No. 1); thence North 25°57'59" West, along said right-of-way, 226.01 feet; thence North 64°02'01" East 25.0 feet to the Point of Beginning. From the Point of Beginning, run North 25°57'59" West, 165.0 feet; thence North 64°02'01" East, 125.0 feet; thence South 25°57'59" East, 145.0 feet; thence South 25°22'20" West, 32.02 feet; thence South 64°02'01" West, 100.0 feet to the Point of Beginning.

FILED

Mar 18 10 05 AM '85

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF

River Run of Sebastian
Condominium Association, Inc.

To: Department of State
Tallahassee, Florida 32301

Pursuant to the provisions of Section 607.187 and 617.017 of the Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation:

1. The name of the corporation is RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC.

2. The corporation is a not-for-profit corporation organized under Florida law in 1984.

3. The articles of incorporation of the corporation do not contain express provisions governing the manner in which amendments to the said articles are to be adopted.

4. The corporation has three (3) members at the time this document is executed. Pursuant to the provisions of Florida Statute 617.017(3), all directors, managers, trustees, and members eligible to vote have signed a written statement manifesting their intention that two amendments to the articles of incorporation be adopted, and that these particular amendments be adopted.

5. The following amendments of the articles of incorporation of the corporation were adopted by the directors, managers, trustees and members eligible to vote on March 5, 1985, in the manner provided for in the Florida Not for Profit Corporation Act.

a. Article III, Section 2, of the Articles of Incorporation is amended by adding thereto a new Subsection "m" the text of which is as follows:

"m. To own and/or operate and maintain docking facilities for the use of members, and all such peripheral facilities necessary or desirable in connection with the operation and maintenance of same; provided, however, that such docking facilities, if added by the Developer, shall contain a number of boat slips smaller than the total number of condominium units in all of the condominiums to be operated by the Association, and therefore shall be for the use and enjoyment solely of those unit owners who otherwise qualify for the use

thereof, and provided, further, that anything in these Articles of Incorporation to the contrary notwithstanding, all expenses of operation and maintenance of such docking facilities shall be borne solely by those unit owners in the condominiums administered by the Association who have the right to use the boat slips therein."

b. The present Subsection "m" of Section 2 of Article III of the Articles of Incorporation shall be relettered as Subsection "n", and Subsection "n" as Subsection "o".

c. The legal description originally attached to the Articles of Incorporation as Exhibit AI-A and Exhibit A attached in its place by Amendment dated March 24, 1984, are hereby deleted and there is hereby substituted in their place a new Exhibit AI-A attached hereto and made a part hereof as Exhibit AI-A.

6. The corporation has no shares authorized, issued, or outstanding.

Dated: March 12, 1985

RIVER RUN OF SEBASTIAN
CONDOMINIUM ASSOCIATION, INC.

by: Henry J. Muller
Henry J. Muller, President

attest: Cecelia Z. Muller
Cecelia Z. Muller, Secretary

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, duly authorized to take acknowledgments in the aforesaid state and county, appeared HENRY J. MULLER and CECELIA Z. MULLER, the President and Secretary, respectively, of RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., and they acknowledged before me that they executed the foregoing Articles of Amendment in their corporate capacities,

having been duly authorized to do so.

WITNESS MY HAND and official seal this 12th day of March, 1985.

Notary Public, State of Florida at Large. My Commission Expires:

(Seal)

NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES OCT. 22, 1985
BONDED THRU GENERAL INS. UNDERWRITERS

NOTARY PUBLIC STATE OF FLORIDA AT LARGE

EXHIBIT AI-A

Portions of Government Lots 3 and 4, Section 8, Township 31 South, Range 39 East, Indian River County, Florida, more particularly described as follows:

Commencing at the Southwest corner of aforementioned Government Lot 4, run South 89°38'22" East, along the South line of said Government Lot 4, also being the South Section line, 84.96 feet to the East right-of-way of State Road No. 5 (U.S. Highway No. 1); thence North 25°57'59" West along said right-of-way, 39.01 feet to the Point of Beginning. From the Point of Beginning, continue North 25°57'59" West, along said East right-of-way 154.21 feet to its intersection with the East line of aforementioned Government Lot 3; thence continue North 25°57'59" West along said right-of-way in Government Lot 3, 394.11 feet to the South line of Floravon Shores Subdivision, as recorded in Plat Book 4, page 78, Public Records of Indian River County, Florida; thence leaving State Road No. 5 right-of-way, run North 88°20'31" East along the South line of said Floravon Shores, 173.38 feet to its intersection with the East line of Government Lot 3; thence continue North 88°20'31" East, in Government Lot 4, 1,070 feet, more or less, to the Westerly shore of the Indian River; thence meander Southeasterly along the shore of the Indian River 720 feet, more or less, to its intersection with a line which bears South 89°38'22" East from the Point of Beginning and is 35 feet North of and parallel with the South line of Government Lot 4; thence North 89°38'22" West, 1,300 feet along said line, parallel with the South line of Government Lot 4 to the Point of Beginning.

ALSO BEING DESCRIBED AS:

That part of Government Lot 3, lying East of U.S. Highway No. 1, as now located, and all of Government Lot 4, Section 8, Township 31 South, Range 39 East, Indian River County, Florida, less and except parcels described in Deed Book 85, page 63 and Deed Book 102, page 406, Public Records of Indian River County, Florida and also, less the South 35 feet of said Government Lot 4.

BOTH OF THE FOREGOING TWO (2) DESCRIPTIONS BEING LESS THE FOLLOWING TWO (2) DESCRIBED PARCELS:

Parcel 1: Commencing at the Southwest corner of the aforementioned Government Lot 4, run South 89°38'22" East along the South line of said Government Lot 4, also being the South Section line, 84.96 feet to the East right-of-way of State Road No. 5 (U.S. Highway No. 1); thence North 25°57'59" West along said right-of-way, 126.01 feet; thence North 64°02'01" East, 25.0 feet to the Point of Beginning. From the Point of Beginning, run North 41°54'47" East, 114.84 feet; thence South 52°46'11" East, 200.0 feet; thence South 0°21'38" West, 40.0 feet; thence North 89°38'22" West, 199.53 feet; thence North 25°57'59" West, 82.63 feet to the Point of Beginning.

AND ALSO EXCEPTING:

Parcel 2: Commencing at the Southwest corner of the aforementioned Government Lot 4, run South 89°38'22" East along the South line of said Government Lot 4, also being the South Section line, 84.96 feet to the East right-of-way of State Road No. 5 (U.S. Highway No. 1); thence North 25°57'59" West, along said right-of-way, 226.01 feet; thence North 64°02'01" East 25.0 feet to the Point of Beginning. From the Point of Beginning, run North 25°57'59" West, 165.0 feet; thence North 64°02'01" East, 125.0 feet; thence South 25°57'59" East, 145.0 feet; thence South 25°22'20" West, 32.02 feet; thence South 64°02'01" West, 100.0 feet to the Point of Beginning.

15.00
3.00
1.00
11-25-98

IN THE RECORDS OF
JEFFREY K. BARTON
CLERK CIRCUIT COURT
INDIAN RIVER CO., FLA.

# State of Florida

## Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 13, 1998, to Articles of Incorporation for RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N01637.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighteenth day of November, 1998

Sandra B. Mortham
Secretary of State

CR2EO22 (2-95)

AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
RIVER RUN OF SEBASTIAN
CONDOMINIUM ASSOCIATION, INC.
Sebastian, Florida



TO: DEPARTMENT OF STATE
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Sections 607, 1003 & 718.110 of the Florida Statues, River Run of Sebastian Condominium Association, Inc. (The Association) adopts the following AMENDMENT to its ARTICLES OF INCORPORATION (Articles):

1. The Association is a not-for-profit corporation organized in 1984 in the State of Florida. (Charter Number N01637).

2. Article XIV of the Articles reserves the right to membership and outlines the procedures to be followed to amend the Articles. A copy of that Article XIV is made part hereof and is appended as Attachment A.

3. At a special meeting of unit owners of the ASSOCIATION convened by a majority vote of the Board of Directors of the Association on the 29th day of October, 1998, a majority of members voting adopted the following AMENDMENT:

§10, Article VIII of the Articles shall be deleted in its entirety and replaced with the following:

§10, a) At the Annual Meeting of members held during the year 1998, and in each year thereafter at the Annual Meeting, the Directors shall be elected by the majority vote of a majority of the members. The minimum number of Directors will be five (5). The term of office shall be two (2) years.

b) In order to have only a part of the total number of Board members stand for election each year, the following procedure shall be followed:

The three (3) Directors receiving the most votes for office at the 1998 Annual Meeting of Membership shall be elected for two (2) year terms. The two (2) Directors receiving the lowest number of votes shall be elected for one (1) year terms.

At the 1999 Annual Meeting of Membership, the two (2) Directors who are elected shall be elected for two (2) year terms.

At the Annual Meeting of Membership in the year 2000 and in all years thereafter, the number of Directors to be elected shall be only the number of Directors whose term of office expires at such time.

Dated October 29, 1998.

RIVER RUN OF SEBASTIAN
CONDOMINIUM ASSOCIATION, INC.

Richard Pokriefke

Richard Pokriefke, President

Edward Dunphy

Edward Dunphy, Secretary

BEFORE ME, the undersigned Notary Public, this date appeared personally RICHARD POKRIEFKE, PRESIDENT and EDWARD DUNPHY, SECRETARY, to me well known to be the individuals who executed the above AMENDMENT to the Declaration of Condominium of RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., and they each acknowledged before me that they signed and executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of October, 1998.

Sara F. Westberg

Notary Public, State of Florida
My Commission Expires:

Sara F. Westberg
MY COMMISSION # CC784743 EXPIRES
November 15, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

2- Advantage Prop. Mgmt.
333 17 St. #2-K.
Vero Beach Fl. 32960

OR 1243 PG 2919

15.00
3.00
1.00
11-25-98

IN THE RECORDS OF
JEFFREY K. BARTON
CLERK CIRCUIT COURT
INDIAN RIVER CO., FLA.

# State of Florida

## Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on November 13, 1998, to Articles of Incorporation for RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N01637.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Eighteenth day of November, 1998

Sandra B. Mortham
Secretary of State

CR2EO22 (2-95)

98 NOV 25 PM 2:40

OR 1243 PG 2917

A TRUE COPY
CERTIFICATION ON LAST PAGE
J.K. BARTON, CLERK

AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
RIVER RUN OF SEBASTIAN
CONDOMINIUM ASSOCIATION, INC.
Sebastian, Florida



TO: DEPARTMENT OF STATE
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

Pursuant to the Provisions of Sections 607, 1003 & 718.110 of the Florida Statues, River Run of Sebastian Condominium Association, Inc. (The Association) adopts the following AMENDMENT to its ARTICLES OF INCORPORATION (Articles):

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3. At a special meeting of unit owners of the ASSOCIATION convened by a majority vote of the Board of Directors of the Association on the 29th day of October, 1998, a majority of members voting adopted the following AMENDMENT:

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§10, a) At the Annual Meeting of members held during the year 1998, and in each year thereafter at the Annual Meeting, the Directors shall be elected by the majority vote of a majority of the members. The minimum number of Directors will be five (5). The term of office shall be two (2) years.

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At the 1999 Annual Meeting of Membership, the two (2) Directors who are elected shall be elected for two (2) year terms.

At the Annual Meeting of Membership in the year 2000 and in all years thereafter, the number of Directors to be elected shall be only the number of Directors whose term of office expires at such time.

Dated October 29, 1998.

RIVER RUN OF SEBASTIAN
CONDOMINIUM ASSOCIATION, INC.

Richard Pokriefke

Richard Pokriefke, President

Edward Dunphy

Edward Dunphy, Secretary

BEFORE ME, the undersigned Notary Public, this date appeared personally RICHARD POKRIEFKE, PRESIDENT and EDWARD DUNPHY, SECRETARY, to me well known to be the individuals who executed the above AMENDMENT to the Declaration of Condominium of RIVER RUN OF SEBASTIAN CONDOMINIUM ASSOCIATION, INC., and they each acknowledged before me that they signed and executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29th day of October, 1998.

Sara F. Westberg

Notary Public, State of Florida
My Commission Expires:

Sara F. Westberg
MY COMMISSION # CC784743 EXPIRES
November 15, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

2- Advantage Prop. Mgmt.
333 17 St. #2-K.
Vero Beach, Fl. 32960

FLORIDA
INDIAN RIVER COUNTY
I HEREBY CERTIFY THAT THIS IS A TRUE AND CORRECT COPY OF THE ORIGINAL ON FILE IN THIS OFFICE.
J.K. BARTON, CLERK
BY Janis A. McCue
DEPUTY CLERK
DATE 11-25-1998