



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

January 24, 1994

CLIFFORD B. NEWTON, ESQ.
10192 SAN JOSE BLVD.
JACKSONVILLE, FL 32257

The Articles of Incorporation for RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC. were filed on January 14, 1994, and assigned document number N9400000331. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested.

A corporation annual report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

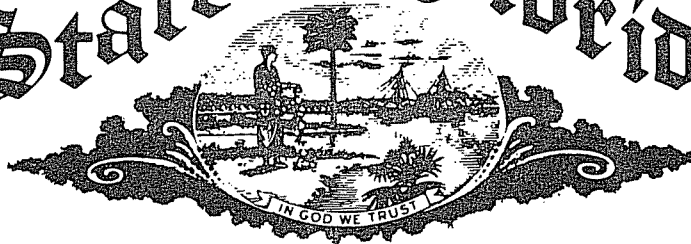
Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Steven Godfrey
Corporate Specialist
New Filings Section
Division of Corporations

Letter Number: 694A00003090

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC., a Florida corporation, filed on January 14, 1994, as shown by the records of this office.

The document number of this corporation is N94000000331.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-fourth day of January, 1994



CR2EO22 (2-91)

A handwritten signature in cursive script that reads "Jim Smith".

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

OF

RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC.

FILED

94 JAN 14 PM 5:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural persons, all of whom are citizens of the State of Florida, acting as incorporators under the laws of the State of Florida, Chapter 617, Florida Statutes, applicable to corporations not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation shall be **RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC..**

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE FOUR

This Association is formed to be the corporate entity which is to be responsible for the common areas, storm and/or surface water management systems, and for the performance of certain duties and the enforcement of certain rights as provided in the Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in Duval County, Florida, for all phases of the subdivision to be known as Riverbrook at Glen Kernan and located in Duval County, Florida.

The Association shall operate, maintain and manage the stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 40-031-0368 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the stormwater management system.

The assessments shall be used for the maintenance and repair of the stormwater management systems including but not limited to

work within retention areas, drainage structures and drainage easements.

ARTICLE FIVE

The members of the corporation shall be all fee simple lot owners in all phases of the subdivision to be known as Riverbrook at Glen Kernan in Duval County, Florida. Upon the purchase of a lot, the lot owners shall automatically become Class A members as defined in the covenants and restrictions of Riverbrook at Glen Kernan to be recorded. Membership shall be appurtenant to, and inseparable from, ownership of a lot.

ARTICLE SIX

The street address of the initial principal business office of the corporation is 3030 Hartley Road, #290, Jacksonville, Florida 32257. The address of the registered office and the name of the initial Registered Agent are: CLIFFORD B. NEWTON, 10192 San Jose Boulevard, Jacksonville, Florida, 32257.

ARTICLE SEVEN

This corporation shall never have less than THREE (3) Directors. The number of Directors constituting the initial Board of Directors of the Corporation is THREE (3) and the names and addresses of the persons who are to serve as the initial Directors until the first election shall be as follows:

1. KENNETH L. JOHNS, JR.
3030 Hartley Road, #290
Jacksonville, Florida 32257
2. ELINORE C. COX
3030 Hartley Road, #290
Jacksonville, Florida 32257
3. DEBORAH DUNBAR
3030 Hartley Road, #290
Jacksonville, Florida 32257

Directors shall serve and be appointed as provided in the By-Laws of the Association.

ARTICLE EIGHT

The names and addresses of the Subscribers to these Articles of Incorporation are listed in Article Seven above.

ARTICLE NINE

The affairs of the Corporation are to be managed by the

Officers of the Corporation who shall be appointed by the Board of Directors. The names, addresses and offices of the persons who are initially to serve as officers of the Corporation are as follows:

KENNETH L. JOHNS, JR. - President
3030 Hartley Road, #290
Jacksonville, Florida 32257

ELINORE C. COX - Vice President
3030 Hartley Road, #290
Jacksonville, Florida 32257

DEBORAH DUNBAR - Secretary
3030 Hartley Road, #290
Jacksonville, Florida 32257

ARTICLE TEN

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the 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. Johns River Water Management District prior to such termination, dissolution or liquidation. If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

ARTICLE ELEVEN

The power to alter, amend or repeal the By-Laws or Articles of Incorporation or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or with the Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th day of January, 1994.

Kenneth L. Johns, Jr.
KENNETH L. JOHNS, JR.

Elinore C. Cox
ELINORE C. COX

Deborah H. Dunbar
DEBORAH DUNBAR

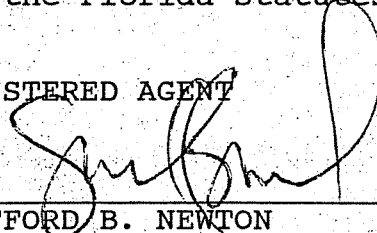
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 3030 Hartley Road, #290, Jacksonville, Florida, 32257, has named CLIFFORD B. NEWTON, located at the registered office of the corporation, to-wit, 10192 San Jose Boulevard, Jacksonville, Florida, 32257, as its Agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

REGISTERED AGENT



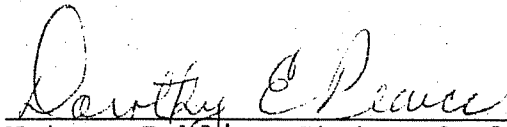
CLIFFORD B. NEWTON

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

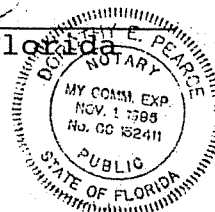
STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 3 day of January, 1994, by Clifford B. Newton who is personally known to me and did take an oath.



Notary Public, State of Florida



**MINUTES OF ORGANIZATIONAL MEETING
OF BOARD OF DIRECTORS OF
RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC.**

The organizational meeting of the Board of Directors of Riverbrook at Glen Kernan Owners Association, Inc. held at the offices of the corporation at Jacksonville, Florida, on January 14, 1994.

All of the Directors and subscribers to the Articles of Incorporation were present, to-wit:

KENNETH L. JOHNS, JR.
ELINORE C. COX
DEBORAH DUNBAR

The above directors hereby waive notice of this meeting and consent to the holding of such meeting at the time and place above specified as evidenced by their signature at the end of these minutes.

KENNETH L. JOHNS, JR. was appointed chairman of the meeting.

On motion duly made and carried, KENNETH L. JOHNS, JR. was elected President, ELINORE C. COX was elected Vice President, and DEBORAH DUNBAR was elected Secretary, to serve as such until their successors are chosen in accordance with the bylaws.

On motion duly made and carried, a copy of the Certificate of Incorporation of this corporation was ordered to be inserted in the Minute Book of the corporation preceding the minutes of this meeting.

On motion duly made and carried, the By-Laws set out in this Minute Book following the Certificate of Incorporation and

immediately preceding the minutes of this meeting were adopted.

On motion duly made and carried, the seal impressed on the margin of this page adjacent to the record of this motion was adopted as the corporate seal of this corporation.

Upon motion duly made, seconded, and unanimously carried, a resolution was adopted designating Kenneth L. Johns, Jr., Elinore C. Cox and Deborah Dunbar to manage the day-to-day affairs of the association in accordance with the Declaration of Covenants, Conditions and Restrictions for Riverbrook at Glen Kernan and the Articles of Incorporation, subject to the supervision of the Board of Directors.

There being no further business to come before the meeting, the meeting thereupon adjourned.

KENNETH L. JOHNS, JR.

ELINORE C. COX

DEBORAH DUNBAR

BYLAWS
OF
RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC.

A corporation not for profit
under the laws of the State of Florida

ARTICLE I

IDENTITY

These are the Bylaws of the RIVERBROOK AT GLEN KERNAN OWNERS ASSOCIATION, INC., hereinafter called the "Association", a corporation not for profit under the laws of the State of Florida, the Articles of Incorporation of which were filed in the office of the Secretary of State on January 14, 1994.

The Association has been organized for the purpose of performing the functions outlined in the covenants, conditions and restrictions as may be recorded, for all phases of RIVERBROOK AT GLEN KERNAN, a subdivision located in DUVAL County, Florida ("the subdivision"), including any amendments thereto (the "covenants"), and specifically for the purpose of the continual maintenance and cleaning of the storm and/or surface water management systems required by the St. Johns River Water Management District or other governmental agencies pursuant to the permits issued and other applicable rules and regulations.

The Members of the Association shall be all lot owners, as more particularly defined in the covenants.

Initially, the office of the Association shall be at 11217 San Jose Boulevard, Jacksonville, Florida, 32257, but may be changed from time to time, and meetings of Members and Directors may be held at such places within the State of Florida as may be designated by the Board of Directors.

The fiscal year of the Association shall be the calendar year.

The seal of the Association shall bear the name of the corporation, the word "Florida", the words "Corporation not for profit", and the year of incorporation. The seal shall be in the following form:

ARTICLE II

MEMBERS MEETINGS

A. Annual meeting. For so long as there is a Class B member, annual meetings shall not be required but may be held at the discretion of the Class B member.

At the termination of Class B membership, the members shall meet for the purpose of electing directors and transacting business and determining when subsequent annual meetings shall be held.

B. Special Meetings. Special meetings of the members shall be held whenever called by the President or Vice President or by a majority of the Board of Directors, and must be called by such officers upon receipt of a written request from members entitled to cast one-third (1/3) of the votes of the entire membership. At a special meeting of the Members, the Association may only conduct that business and address those matters that were stated in the notice of the special meeting to be the purpose thereof.

C. Notices. Notice of all members' meeting stating the time and place and the object for which the meeting is called shall be given by the President or Vice President or Secretary unless waived in writing by all of the members. Such notice shall be in writing to each member at his address as it appears on the books of the Association and shall be mailed within the time frame as provided in the covenants. Proof of such mailing shall be given by the affidavit of the person giving the notice.

D. Quorum. A quorum at members' meetings shall be as provided in the covenants.

E. Voting Rights. The voting rights of the members shall be as specified in the covenants.

F. Proxies. Votes may be cast in person or by proxy. A proxy may be made by any person entitled to vote and shall be valid only for the particular meeting designated in the proxy and must be filed with the Secretary before the appointed time of the meeting or any adjournment of the meeting. Every proxy shall be revocable and shall automatically cease upon conveyance by the member of his Lot.

G. Adjourned meetings may be rescheduled as provided in the covenants.

H. Written Consent and Joinder. In the event that any action is authorized to be taken by the Members at a meeting, it shall be permissible to approve such action by a written consent and joinder by the proportion of Members required to approve such action; provided, however, that notice of the Association's intent to seek written consent and joinder shall be sent to all Members in accordance with the notice provision herein.

I. Proviso. Provided, however, that until the Developer (Class B member) of the subdivision has completed all of the contemplated improvements and closed the sales of all of the lots, or until the Developer elects to terminate its control of the Association, whichever shall occur first, the proceedings of all meetings of members of the Association shall have no effect unless approved by the Board of Directors, which approval shall not be unreasonably withheld.

ARTICLE III

DIRECTORS

A. Governing Body. The affairs of the Association shall be governed by a Board of Directors. Except as provided in paragraph B of this Article, the Directors must be owners and reside in the subdivision.

B. Directors Appointed by Declarant. The Directors shall be selected by the Declarant acting in its sole discretion and shall serve at the pleasure of the Declarant, so long as the Class B membership exists as set forth in the Declaration, unless the Declarant shall earlier surrender this right to select Directors. The Directors selected by the Declarant need not be Owners or residents in the subdivision. The names of the initial Directors selected by the Declarant are set forth in the Articles of Incorporation of the Association.

C. Number. The Board shall initially consist of three (3) members. After the Class B membership ceases, the Board shall consist of no less than three members who shall be elected by the membership at large at the annual meetings.

D. Term. The Directors appointed by the Class B member shall serve at its pleasure. The term of office of Directors elected by Class A members shall be the calendar year following his election and subsequently until his successor is duly elected and qualified or until he is removed in the manner elsewhere provided.

E. Removal. Any Director elected by the Class A members may be removed from the Board, with or without cause, by a majority vote of the Class A members of the Association. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Directors and shall serve until the next annual meeting of the members.

F. Compensation. No Director shall receive compensation for any service he may render to the Association. However, a Director may be reimbursed for his actual expenses incurred in the performance of his duties.

G. Election. Election to the Board of Directors shall be by secret written ballot. At such election, the Class A members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The person receiving the largest number of votes shall be elected. Cumulative voting shall not be permitted.

H. Proviso. The Declarant shall have veto power on any act of the Board of Directors which affects the marketability of any units still owned by the Declarant.

ARTICLE IV

MEETINGS OF DIRECTORS

Directors appointed by Class B member:

A. The Directors meetings shall be scheduled by the Directors at their discretion.

Directors elected by Class A members:

A. Organization Meeting. The first meeting of the members of a newly elected Board of Directors shall be held within ten (10) days of their election at such place and time as shall be fixed by the Directors at the meeting at which they were elected, and no further notice of the organization meeting shall be necessary.

B. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and place as shall be determined, from time to time, by a majority of the Directors.

C. Special Meetings. Special meetings of the Directors may be called by the President and must be called by the Secretary at the written request of one-third (1/3) of the Directors. Not less

than three (3) days notice of the meeting shall be given personally or by mail, telephone or telegraph, which notice shall state the time, place and purpose of the meeting.

D. Waiver of Notice. Any Director may waive notice of a meeting before or after the meeting and such waiver shall be deemed equivalent to the giving of notice.

E. Quorum. A quorum at a Director's meeting shall consist of a majority of the entire Board of Directors. The acts approved by a majority of those present at a meeting at which a quorum is present shall constitute the acts of the Board of Directors, except when approval by a greater number of Directors is required by the Articles of Incorporation or the Covenants or these By-laws.

F. Adjourned Meetings. If at any meeting of the Board of Directors there be less than a quorum present, the majority of those present may adjourn the meeting from time to time until a quorum is present. At any adjourned meeting any business that might have been transacted at the meeting as originally called may be transacted without further notice.

G. Action Taken Without a Meeting. The Board of Directors may take any action without a meeting which it could take at a meeting by obtaining the written consent and joinder of all Directors. Any action so taken shall have the same effect as though taken at a meeting of the Directors.

H. Joinder in Meeting by Approval of Minutes. The joinder of a Director in the action of a meeting by signing and concurring in the minutes of that meeting shall constitute the presence of such Director for the purpose of determining a quorum.

I. Presiding Officer. The presiding officer at a Directors' meeting shall be the Chairman of the Board if such an officer has been elected; and, if none, the President shall preside. In the absence of the presiding officer, the Directors present shall designate one of their number to preside.

ARTICLE V

POWER AND DUTIES OF BOARD OF DIRECTORS

Subject to the provisions of the Covenants, the Board of Directors shall have the following powers and duties:

A. Exercise for the Association all powers, duties and

authority vested in or delegated to the Association and not reserved to the membership by other provisions in the Covenants or Articles of Incorporation, and specifically comply with all requirements of the surface and stormwater management permits;

B. Declare the office of a member of the Board of Directors to be vacant in the event such member shall be absent from three (3) consecutive regular meetings of the Board of Directors;

C. Employ a manager, an independent contractor, or such other employees as the Board deems necessary, and to prescribe the duties and compensation of any such employee, and to provide for the purchase of equipment, supplies and material to be used by such personnel in the performance of their duties;

D. Prepare and adopt an annual budget in which there shall be established the contribution of each Owner to the common expenses, subject to the provisions in the covenants;

E. Make assessments to defray the common expenses, establish the means and methods of collecting such assessments, and establish the period of the installment payments of the annual assessment, send written notice of each assessment to every owner subject thereto, and to file and foreclose liens against any property for which assessments are not paid, all as provided in the Covenants;

F. Provide for the operation, care, upkeep and maintenance of all areas which are the maintenance responsibility of the Association, as set forth in the covenants;

G. Collect the assessments, depositing the proceeds thereof in a bank depository which it shall approve and using the proceeds to administer the Association;

H. Open bank accounts on behalf of the Association and designate the signatories required;

I. Enforce by legal means the provisions of the Covenants and these Bylaws, and bring any proceedings which may be instituted on behalf of or against the Owners concerning the Association;

J. Pay the cost of all services rendered to the Association or its members which are not directly chargeable to Owners;

K. Keep books with detailed accounts of the receipts and expenditures affecting the Association and its administration, and specify the maintenance and repair expenses and any other expenses incurred, which books and records shall be open for inspection by

any of the members at reasonable times and upon reasonable notice;

L. Contract with any person or entity for the performance of various duties and functions;

M. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;

N. Cause any or all officers or employees having fiscal responsibilities to be bonded, as the Board may deem appropriate;

O. To present to the members at the annual meeting, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the Class A members who are entitled to vote, a statement of all acts and corporate affairs;

P. To oversee the common areas, enforce rules and regulations, and such other duties relating to the common areas as may be necessary from time to time.

ARTICLE VI

OFFICERS AND THEIR DUTIES

A. Enumeration of Offices. The officers of this Association shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time by resolution create. The President and Treasurer shall be elected from among the members of the Board of Directors.

B. Election of Officers. Until termination of the Class B membership, officers shall be appointed by the Board of Directors and shall serve at the pleasure of the Board of Directors. Thereafter, the election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

C. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless sooner removed or otherwise disqualified to serve.

D. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

E. Resignation and Removal. Any officer may be removed from

office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

F. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the vacancy.

G. Multiple Offices. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to paragraph D of this Article.

H. Duties. The duties of the officers are as follows:

President

The President shall be the chief executive officer of the Association. He shall have all of the powers and duties usually vested in the office of president of an association, including but not limited to the power to appoint committees from among the members from time to time as he, in his discretion, may determine appropriate to assist in the conduct of the affairs of the Association. He shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

Vice President

The Vice President shall act in the place and stead of the President in the event of the President's absence or inability to act, shall assist the President generally, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary

The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the members; keep appropriate current records showing the members of the Association together with their addresses, and perform such other duties as required by the Board.

Treasurer

The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board of Directors; shall co-sign all checks and promissory notes of the Association; keep proper books of account; upon request of the Board of Directors, cause an annual audit of the Association books to be made by a public accountant at the completion of each fiscal year; and prepare an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and deliver a copy of each to the members.

In addition, the Treasurer shall, when requested on behalf of any lot owner, furnish a certificate setting forth whether or not the assessments on a specified lot have been paid, which certificate shall be binding upon the Association as of the date of its issuance, as provided in the Covenants.

ARTICLE VII

COMMITTEES

The Association may appoint an Architectural Control Committee as provided in the Covenants and such other committees as deemed appropriate in carrying out its purpose.

ARTICLE VIII

AMENDMENTS

These By-laws may be amended as provided in the Articles of Incorporation or any amendment thereto.