

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVER BRIDGE PROPERTY OWNERS' ASSOCIATION, INC.**

EFFECTIVE 1/28/06

A Florida Corporation Not For Profit

**Exhibit "B" to Second Amended and Restated Declaration
of Protective Covenants and Restrictions
for River Bridge**

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 OF RIVER BRIDGE PROPERTY OWNERS' ASSOCIATION, INC.,
 A Florida Corporation Not for Profit**

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**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
RIVER BRIDGE PROPERTY OWNERS' ASSOCIATION, INC.**

We, the undersigned, being of full age and competent to contract in the State of Florida do, in accordance with the provisions of Chapter 617, Florida Statutes, hereby voluntarily associate ourselves to make, subscribe, acknowledge and file in the office of the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided:

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this corporation shall be RIVER BRIDGE PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Master Association" and its duration shall be perpetual. The principal office of the Master Association shall be located at:

100 River Bridge Boulevard
Greenacres, FL 33413

or at such other place as may be designated, from time to time, by the Board of Governors.

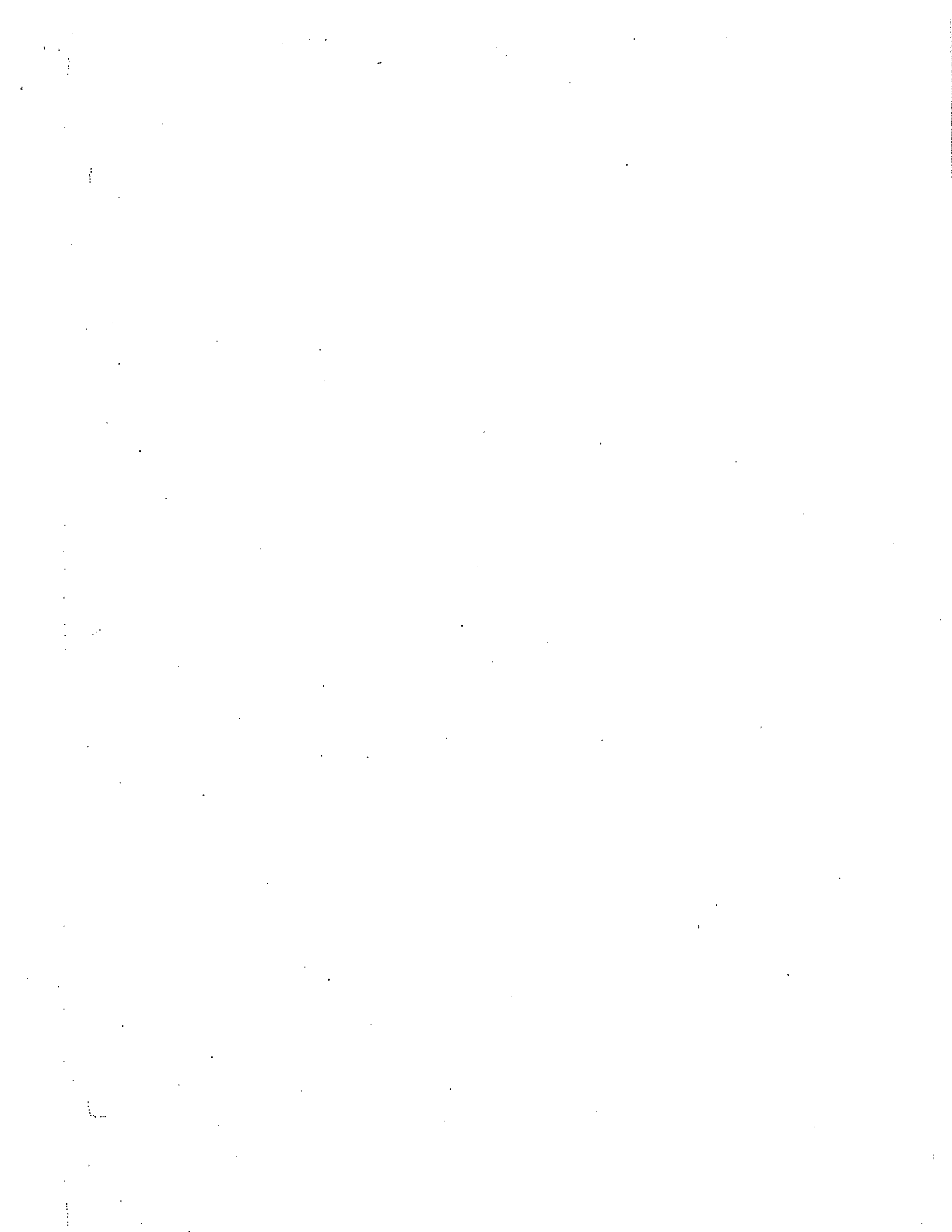
**ARTICLE II
PURPOSE**

The purpose for which the Master Association is organized is to engage as a not for profit organization in protecting the value of the property of the Members and Sub-Associations of the Master Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Master Association as defined and set forth in that certain Declaration of Protective Covenants and Restrictions for River Bridge (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Palm Beach County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used herein which are defined in the declaration shall have the same meaning herein as therein.

**ARTICLE III
POWERS**

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

Section 1. Common Law and Statutory Powers. The Master Association shall have all of the common law and statutory powers of a corporation not for profit including, but not limited to,



those powers set forth and described in Chapters 617 and 720, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, those powers conferred on the Master Association by the Declaration, these Articles, and the Bylaws of the Master Association, all as may be amended from time to time.

Section 2. Necessary Powers. The Master Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

A. To operate and manage the Common Area in accordance with the purpose and intent contained in the Declaration;

B. To make and collect assessments against Members to defray the Common Expenses;

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

D. To maintain, repair, replace and operate the Common Area and the improvements located thereon;

E. To reconstruct improvements upon the Common Area after casualty;

F. To make and amend the Bylaws for the Master Association and Rules and Regulations respecting the use of the Property;

G. To pay all taxes and other assessments which are liens against the Common Area;

H. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations of the Master Association, and, in its discretion, the declaration and Declarations of condominium for the projects within River Bridge, including without limitation, architectural and use restrictions contained therein, the Articles of Incorporation of the Associations and Condominium Associations, the Bylaws of the Associations and Condominium Associations, and the Rules and Regulations promulgated by the Associations and Condominium Associations.

I. To provide for management and maintenance and, in its discretion, to authorize a management agent to assist the Master Association in carrying out its powers and duties by performing such functions as collection of assessments, preparation of records, enforcement schedules and maintenance of the Common Area. The Master Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, the promulgation of Rules and Regulations, and the execution of contracts on behalf of the Master Association.

J. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, and convey real and personal property.

K. To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws now exist or as they may hereafter provide.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Master Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

Section 4. Limitations. The powers of the Master Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS

Membership and voting rights shall be as set forth in the Declaration and the Bylaws.

ARTICLE V BOARD OF GOVERNORS

The method of electing the Board of Governors shall be as provided in the Bylaws.

ARTICLE VI OFFICERS

The Officers of the Master Association shall be elected annually by the Board of Governors at the first meeting of the Board of Governors following each annual meeting of the Members. A vacancy in any office arising because of death, resignation, removal or otherwise may be filled by the Board of Governors for the unexpired portion of the term. Any Officer may be removed by the majority vote of the entire Board of Governors whenever in its judgment the best interest of the Master Association will be served thereby.

ARTICLE VII INDEMNIFICATION OF OFFICERS AND GOVERNORS

Every Governor and Officer of the Master Association shall be indemnified by the Master Association as provided in the Declaration. The Association shall be required to maintain insurance for its Board of Governors and Officers, which cost of insurance shall be considered a Common Expense.

ARTICLE VIII
BYLAWS

The Bylaws of the Master Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

ARTICLE IX
AMENDMENTS

Section 1. Alteration, amendment or rescission of these Articles shall be proposed and adopted in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at a meeting of the Members, which may be either at the annual or a special meeting.

(b) Written notice setting forth a proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon, which meeting may not occur less than ten (10) days nor later than thirty (30) days from the giving of notice of the meeting to consider the proposed amendment.

(c) At such meeting of the Members, a vote of the Members entitled to vote thereon, as provided in the Declaration, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of at least a majority of the votes of the Members present in person or by proxy at a duly called meeting of the membership at which a quorum has been obtained, but which majority must constitute at least thirty-three percent (33%) of the total number of Members in the River Bridge community. Amendments to these Articles may be approved by written consent in lieu of a meeting upon the approval in writing of a majority of all votes of the Members.

Section 2. Any number of amendments may be submitted to the Members and voted upon by them at one meeting or by written consent.

ARTICLE X
REGISTERED AGENT AND REGISTERED OFFICE

The Master Association shall have the right to designate agent without amending these Articles of Incorporation.

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



CFN 20060114601
 OR BK 19974 PG 1493
 RECORDED 02/27/2006 10:23:37
 Palm Beach County, Florida
 Sharon R. Bock, CLERK & COMPTROLLER
 Pgs 1493 - 1499; (7pgs)

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

CERTIFICATE OF AMENDMENT, AMENDING AND RESTATING THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF RIVER BRIDGE PROPERTY OWNERS' ASSOCIATION, INC.

I HEREBY CERTIFY that the Second Amended and Restated Articles of Incorporation for River Bridge, attached as Exhibit "1" to this Certificate were duly adopted by the members of the Association. The Amended and Restated Articles of Incorporation were recorded in Book 11322, Page 1892, and re-recorded in Book 11421, Page 1623 of the Public Records of Palm Beach County, Florida. The original Articles of Incorporation were recorded in Book 4221, Page 1813 of the Public Records of Palm Beach County, Florida. This document is recorded without the underlining for those words that were added and without the strike through of those words that were deleted so that the document is in more readable form. This document has also been renumbered to reflect the actual numbering resulting from the approved changes.

DATED this 14th day of FEBRUARY, 2006.

WITNESSES:

RIVER BRIDGE PROPERTY OWNERS' ASSOCIATION, INC.

Samuel Dreyfuss
 Signature

By: Neil Shapiro
 Neil Shapiro, President

SAMUEL DREYFOSS
 Print Name

By: Andrew Marchetti
 Andrews Marchetti, Secretary

Madeline Gunster
 Signature

Madeline Gunster
 Print Name

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

The foregoing instrument was acknowledged before me this 14 day of Feb, 2006, by Neil Shapiro, as President and Andrew Marchetti, as Secretary of River Bridge Property Owners' Association, Inc., who are Personally Known or Produced Identification _____

Type of Identification Produced _____

NOTARY PUBLIC (SEAL)
 Sign Mary Ann Leone
 Print MARY ANN LEONE

State of Florida
 My Commission Expires

MARY ANN LEONE
 MY COMMISSION # DD 244046
 EXPIRES: August 24, 2007
 Bonded thru Notary Public Underwriters