

State of Florida

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Department of State

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REC:

I certify the attached is a true and correct copy of the Articles of Incorporation of RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on July 7, 1988, as shown by the records of this office.

The document number of this corporation is N27308.

I further certify that said corporation merged on October 17, 1995, into RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC.

1995 NOV 15 PM 3:45

95268247

RICHARD AKE
CLERK OF CIRCUIT COURT
HILLSBOROUGH COUNTY

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Fourteenth day of November, 1995



CR2E022 (1-95)

Sandra B. Northam

Sandra B. Northam
Secretary of State

BECK... 11-15-95... 33 N... Ar... 575,900 ✓

ARTICLES OF MERGER

**UNIT 1 AT RIVERGLEN OF BRANDON HOMEBOWNERS' ASSOCIATION, INC.,
UNIT 2 AT RIVERGLEN OF BRANDON HOMEBOWNERS' ASSOCIATION, INC.,
UNIT 3 AT RIVERGLEN OF BRANDON HOMEBOWNERS' ASSOCIATION, INC.
AND RIVERGLEN OF BRANDON HOMEBOWNERS' ASSOCIATION, INC.**

AND

OFF. REC. 7954 PG 626

**AMENDMENT TO ARTICLES OF INCORPORATION
RIVERGLEN OF BRANDON HOMEBOWNERS' ASSOCIATION, INC.**

Pursuant to Section 617.1105, Florida Statutes, the undersigned corporations and

adopt the following:

1. The Plan of Merger of Unit 1 at Riverglen of Brandon Homeowners' Association, Inc., Unit 2 at Riverglen of Brandon Homeowners' Association, Inc., Unit 3 at Riverglen of Brandon Homeowners' Association, Inc., and Riverglen of Brandon Homeowners' Association, Inc. has been approved by a sufficient number of votes, as follows:

(a) By the Board of Directors of Unit 1 at Riverglen of Brandon Homeowners' Association, Inc., at a meeting held March 15, 1995, and by a sufficient number of votes of the membership.

(b) By the Board of Directors of Unit 2 at Riverglen of Brandon Homeowners' Association, Inc., at a meeting held March 15, 1995, and by a sufficient number of votes of the membership.

(c) By the Board of Directors of Unit 3 at Riverglen of Brandon Homeowners' Association, Inc., at a meeting held March 15, 1995, and by a sufficient number of votes of the membership.

(d) By the Board of Directors of Riverglen of Brandon Homeowners' Association, Inc., at a meeting held April 20, 1995, and by a sufficient number of votes of the membership.

2. The surviving corporation shall be named Riverglen of Brandon Homeowners' Association, Inc., pursuant to the Plan of Merger which is attached hereto and incorporated herein by reference.

3. The following represent amendments to the Articles of Incorporation of Riverglen of Brandon Homeowners' Association Inc., are hereby approved as follows: All language is added to; no present language is affected.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The provisions of Article II are changed to add the following language as the second unnumbered paragraph thereof: The Association is the successor by merger to Unit 1 at Riverglen of Brandon Homeowners' Association, Inc., Unit 2 at Riverglen of Brandon Homeowners' Association, Inc. and Unit 3 at Riverglen of Brandon Homeowners' Association, Inc. The Association shall have all of the powers, duties, debts, assets and liabilities of the merged corporations and shall be governed in accordance with these Articles of Incorporation and the By-Laws. It shall be entity responsible for the operation and enforcement of the various Declarations of Covenants, Conditions, Restrictions and Easements for Unit 1 at Riverglen, Unit 2 at Riverglen and Unit 3 at Riverglen as well as the Master Declaration of Covenants, Conditions, Restrictions and Easements for Riverglen as the same may be amended from time to time. In the event that less than all of the corporations by and through their membership, fail to approve of the merger as contemplated, the merger shall be effective as to the entities which approve of the transaction. As to those entities which do not approve of the transaction, they will be appropriately noted in the papers filed with the Florida Department of State and any amendments recorded in the Official Records of Hillsborough County, Florida.

2. All references to the "Declaration" throughout the Articles shall be deemed to include the Declarations of Covenants, Conditions, Restrictions and Easements for Unit 1 at Riverglen, Unit 2 at Riverglen and Unit 3 at Riverglen as well as any other Declaration of Covenants that may be recorded among the Official Records of Hillsborough County, Florida from time to time which designates an additional unit within the development located in Hillsborough County, Florida known as RIVERGLEN.

3. The provisions of Article V Section 2 are changed to read as follows: Substantial changes to Section; see current provision for present text.

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2. Directors shall be elected as provided for in the By-Laws.

DATED this 30th day of May, 1995 at Hillsborough County, Florida.

**UNIT 1 AT RIVERGLEN OF BRANDON
HOMEOWNERS' ASSOCIATION, INC.**

(SEAL)

BY: Michael T Babinec

Mike Babinec, Director, as the sole corporate representative of the association

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

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REC.

BEFORE ME, the undersigned authority, personally appeared Mike Babinec, to me known to be the sole corporate representative of UNIT 1 AT RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC. and he/she acknowledged before me that he freely and voluntarily executed the same as such officer, under authority vested in him by said corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

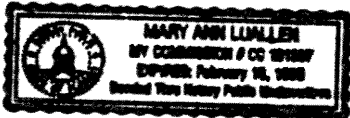
WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of May 1995.

Mary Ann Quallen

Notary Public

Printed Name: Mary Ann Quallen

My commission expires:



**UNIT 2 AT RIVERGLEN OF BRANDON
HOMEOWNERS' ASSOCIATION, INC.**

(SEAL)

BY: Marvin Young

Marvin Young, Director, as the sole corporate representative of the association

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared Marvin Young, to me known to be the sole corporate representative of UNIT 2 AT RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC. and he acknowledged before me that he freely and voluntarily executed the same as such officer, under authority vested in him by said corporation. He is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of May 1995.

Mary Ann Quallen

Notary Public

Printed Name: Mary Ann Quallen

My commission expires:

UNIT 3 AT RIVERGLEN OF BRANDON
HOMEOWNERS' ASSOCIATION, INC.

(SEAL)

BY: Wendy Bredall

Wendy Bredall, Director, as the sole corporate
representative of the association

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

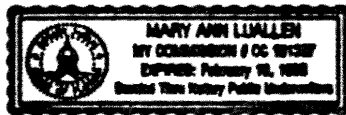
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BEFORE ME, the undersigned authority, personally appeared Wendy Bredall, to me known to be the sole corporate representative of UNIT 3 AT RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC. and she acknowledged before me that she freely and voluntarily executed the same as such officer, under authority vested in her by said corporation. She is personally known to me or has produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of May 1995.

Mary Ann Lualaba
Notary Public
Printed Name: Mary Ann Lualaba

My commission expires:



RIVERGLEN OF BRANDON
HOMEOWNERS' ASSOCIATION, INC.

(SEAL)

BY: Wendy Bredall

Wendy Bredall, President

ATTEST: Michael T. Babinec
Mike Babinec, Secretary

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared Wendy Bredall and Mike Babinec, to me known to be the President and Secretary of RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC. and they acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said corporation. They are personally known to me or have produced _____ (type of identification) as identification and did (did not) take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 30th day of May 1995.

Mary Ann Lualaba
Notary Public
Printed Name: Mary Ann Lualaba

My commission expires:



PLAN OF MERGER

Unit 1 at Riverglen of Brandon Homeowners' Association, Inc., Unit 2 at Riverglen of Brandon Homeowners' Association, Inc., Unit 3 at Riverglen of Brandon Homeowners' Association, Inc. and Riverglen of Brandon Homeowners' Association, Inc.

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WITNESSETH:

WHEREAS, Unit 1 at Riverglen of Brandon Homeowners' Association, Inc. by and through its Board of Directors has approved of a plan of merger with Riverglen of Brandon Homeowners' Association, Inc.; and

WHEREAS, Unit 2 at Riverglen of Brandon Homeowners' Association, Inc. by and through its Board of Directors has approved of a plan of merger with Riverglen of Brandon Homeowners' Association, Inc.; and

WHEREAS, Unit 3 at Riverglen of Brandon Homeowners' Association, Inc. by and through its Board of Directors has approved of a plan of merger with Riverglen of Brandon Homeowners' Association, Inc.; and

WHEREAS, Riverglen of Brandon Homeowners' Association, Inc. by and through its Board of Directors and as permitted under its Articles of Incorporation and By-Laws has agreed to serve as the surviving corporation as a result of the planned merger and has agreed to serve as the surviving corporation for the four existing corporations; and

WHEREAS, Chapter 617 Florida Statutes provides the authority for such merger; and

WHEREAS, in light of the foregoing, there is no purpose served by the existence of four or more separate Corporations for operating the overall Riverglen of Brandon community, and that simplicity of operation may be enhanced by such a merger:

NOW, THEREFORE, IT IS HEREBY RESOLVED that, pursuant to the provisions of the documents referred to above, as well as applicable provisions of Chapter 617 Florida Statutes, the following Plan Of Merger is hereby adopted:

1. Unit 1 at Riverglen of Brandon Homeowners' Association, Inc., Unit 2 at Riverglen of Brandon Homeowners' Association, Inc. and Unit 3 at Riverglen of Brandon Homeowners' Association, Inc., shall merge into Riverglen of Brandon Homeowners' Association, Inc., which shall be the surviving Corporation.

2. Subsequent to the merger, Riverglen of Brandon Homeowners' Association, Inc., shall continue to be subject to its existing Articles of Incorporation and By-Laws, as the same have been amended, and as they may be amended from time to time. Riverglen of Brandon Homeowners' Association, Inc., shall, upon the merger, assume all the powers, rights, duties, assets and liabilities of Unit 1 at Riverglen of Brandon Homeowners' Association, Inc., Unit 2 at Riverglen of Brandon Homeowners' Association, Inc. and Unit 3 at Riverglen of Brandon Homeowners' Association, Inc.

3. In the event that less than all of the corporations contained herein, by and through their membership, fail to approve of the merger as contemplated, the merger shall be effective as to the entities which approve of the transaction. As to those entities which do not approve of the transaction, they will be appropriately noted in the papers filed with the Florida Department of State and any amendments recorded in the Official Records of Hillsborough County, Florida.

4. This Plan of Merger has become effective due to the approval of the Boards of Directors and membership of all the Corporations pursuant to Chapter 617 Florida Statutes, as well as the provisions of the governing documents of the respective Corporations. After

execution of this document, there shall be filed Articles of Merger with the Department of State pursuant to Chapter 617 Florida Statutes.

IN WITNESS WHEREOF, the undersigned Corporations, by and through their Boards of Directors, hereby certify that the above representations are true and correct and do hereby approve of the merger described above.

UNIT 1 AT RIVERGLEN OF BRANDON
Homeowners' ASSOCIATION, INC.

BY: Michael J. K... ..

UNIT 2 AT RIVERGLEN OF BRANDON
Homeowners' ASSOCIATION, INC.

BY: [Signature]

UNIT 3 AT RIVERGLEN OF BRANDON
Homeowners' ASSOCIATION, INC.

BY: Wen L. B... ..

RIVERGLEN AT BRANDON Homeowners'
ASSOCIATION, INC.

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BY: _____

ARTICLE I INFORMATION

RIVERGLEN OF BRANDON HOMEOWNERS ASSOCIATION, INC.

The undersigned hereby associate as a corporation not for profit and of Chapter 617 of the Florida Statutes.

ARTICLE II

NAME

The name of this corporation shall be **RIVERGLEN OF BRANDON HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the "Association").

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ARTICLE III

PURPOSES

The purposes of the Association are to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Area as such term is defined in the Master Declaration of Covenants, Conditions, Restrictions and Easements for RIVERGLEN which will be recorded among the Public Records of Hillsborough County, Florida, (hereinafter called the "Declaration"), in the development located in Hillsborough County, Florida, known as RIVERGLEN. The Association is also formed to maintain the privately owned areas of RIVERGLEN which are not maintained by their owners.

ARTICLE III

POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill all such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

- A. Maintain, repair, improve and insure the Common Area as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain;
- B. Make and collect assessments from its Members;
- C. Pay all Association expenses;

D. Acquire title to and exercise all rights of ownership in and to any real or personal property;

E. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;

F. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.

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ARTICLE IV

MEMBERS

1. Every record owner of a fee interest in any Lot, as defined in the Declaration, including contract Sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Parcel.

2. Change of membership in the Association shall be established by the recording, in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record title to a Lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his Lot.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A Members shall be all Owners, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

(b) Class B. The Class B Member shall be the Declarant and as long as there is a Class B voting membership the Declarant shall be entitled to three (3) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership and any Class B Lots then subject to the terms of the Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earlier:

- (i) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership,
- (ii) On January 1, 1993, or
- (iii) When the Declarant waives in writing its right to Class B membership.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of seven (7) Directors, whose names and addresses are:

Shon L. Cooksey
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

Rowena Wilkinson
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

Edward A. Andrews
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

Noreen Felson
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

Malcolm C. Harris
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

Denise Good
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

Glen E. Cross
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

2. Initially, all seven directors shall be appointed by the Declarant. As each Subdivision and its neighborhood association is established in accordance with Article VI, Section 1, of the Declaration, such neighborhood association shall elect one of its members to the Board of Directors, and concurrent therewith, one director appointed by the Declarant shall resign. Each Director shall be elected to serve for a one year term or until his successor is elected or appointed. Directors elected by the neighborhood associations shall be elected by such neighborhood associations' Board of Directors.

3. The number of Directors shall be increased or diminished in accordance with the Declaration and the By-Laws of the Association, but there shall not be less than three.

ARTICLE VI

OFFICERS

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The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

President:	Sehon L. Cooksey Suite 1900 100 S. Ashley Drive Tampa, Florida 33601
Vice-President:	Malcolm C. Harris Suite 1900 100 S. Ashley Drive Tampa, Florida 33601
Secretary:	Edward A. Andrews Suite 1900 100 S. Ashley Drive Tampa, Florida 33601
Treasurer:	Edward A. Andrews Suite 1900 100 S. Ashley Drive Tampa, Florida 33601

ARTICLE VII

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.
3. The amendment must be approved, either in person or by proxy by at least a majority of the entire membership of the Board of Directors.
4. No amendment may change the qualifications for membership in the Association.
5. No amendment which will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.
6. As long as there is Class B membership, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments.

7. A copy of the amendment shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes; provided, however, that any amendment to these Articles shall require the assent or written consent of the Members entitled to cast two-thirds (2/3) of the total votes able to be cast at any regular or special meeting of the membership duly called and convened. No such amendment may diminish any rights of the Class B Member, however, unless joined in by such Class B Member.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the individual benefit of any Member or other private individual. This Article is subject to the provisions of Section 617.05 Florida Statutes.

ARTICLE X

INITIAL SUBSCRIBER

The name and address of the initial subscriber is as follows:

Sehon L. Cooksey
Suite 1900
100 S. Ashley Drive
Tampa, Florida 33601

ARTICLE XI

RESIDENT AGENT


The Resident Agent of the Association, for purposes of accepting service of process shall be Sehon L. Cooksey, whose address within the state of Florida is Suite 1900, 100 S. Ashley Drive, Tampa, Florida 33601.

ARTICLE XII

FHA/VA APPROVAL

As long as there is Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administrations annexation of additional properties, mergers and consolidations, mortgaging of the Common Area, dissolution and amendment of these Articles. Such approval may be presumed by any third party upon the filing or recording of any document requiring such action or actions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Association this 27th day of June, 1987.



SEHON L. COOKSEY

STATE OF FLORIDA

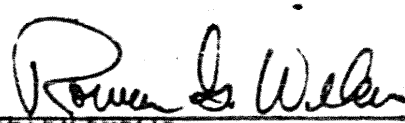
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this 27th day of June, 1987, before me the undersigned authority, personally appeared Sehon L. Cooksey, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at said County and State the day and year first above written.

My Commission Expires:

Notary Public, State of Florida at Large.
My Commission Expires July 31, 1989



NOTARY PUBLIC
STATE OF FLORIDA

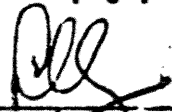
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at City of Tampa, County of Hillsborough, State of Florida has named Sehon L. Cooksey, located at Suite 1900, 190 S. Ashley Drive, City of Tampa, County of Hillsborough, State of Florida, 33681, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: 
Sehon L. Cooksey

DATED: June 27th, 1968

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
OFFICE OF THE CLERK
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ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION
OF

RIVERGLEN OF BRANDON HOMEOWNERS' ASSOCIATION, INC.

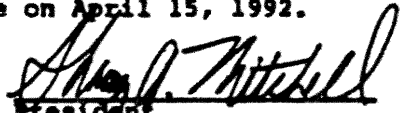
The Corporation hereby adopts the following Articles of Amendment:

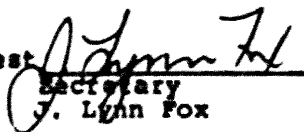
First: Article VIII of the Articles of Incorporation is hereby amended to provide as follows:

AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes; provided however, that any amendment to these Articles shall require the assent or written consent of at least two-thirds (2/3) of the Lot Owners.

Second: These Articles of Amendment have been assented to in writing by Members entitled to cast 2/3 of the total votes at any membership meeting, and Class B membership no longer exists, which is a sufficient number of votes to approve this amendment and said vote taking place on April 15, 1992.


President
Sharon A. Mitchell

Attest  4/15/92
Secretary
J. Lynn Fox