

PROPOSED
AMENDED AND RESTATED

**ARTICLES OF INCORPORATION
OF
RIVIERA DUNES MASTER ASSOCIATION, INC.**

[Substantial Rewording of Articles of Incorporation. See existing Articles of Incorporation and amendments for present text.]

These are the Articles of Incorporation of RIVIERA DUNES MASTER ASSOCIATION, INC., a not-for-profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I.
NAME OF CORPORATION**

The name of this corporation is RIVIERA DUNES MASTER ASSOCIATION, INC. (herein “the Association”).

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and place of business of the Association is 12270 SW 3rd Street, Suite 200, Plantation, FL 33325. The mailing address of the Association is 12270 SW 3rd Street, Suite 200, Plantation, FL 33325. The Association Board of Directors (herein “the Board”) may change the location of the principal office and mailing address of the Association from time to time.

**ARTICLE III.
DURATION**

The Association shall have perpetual existence unless and until dissolved as provided by law or as otherwise provided herein.

**ARTICLE IV.
DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Master Declaration of Covenants, Conditions, Restrictions and Easements for Riviera Dunes recorded in the Public Records of Manatee County, Florida, as such Declaration may be amended from time to time (herein “the Declaration”).

**ARTICLE V.
ARTICLE II. PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof. This Association is formed specifically to promote health, safety and general welfare of the land owners within all or any portion of RIVIERA DUNES, a master planned development, lying and being in Manatee County, Florida, (herein "Riviera Dunes") and any additional phases of Riviera Dunes as may be brought within the jurisdiction of the Association by proper filing and recording in the Public Records of Manatee County, Florida of a Supplement to the Master Declaration of Covenants, Conditions and Restrictions (herein "the Declaration") pertaining to any additional phase; and the Association is formed generally to perform any legal act or to perform any legal duty or obligation as may legally be permitted by the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, and the Homeowners' Association Act, Chapter 720 of the Florida Statutes, both as amended from time to time.

The Association shall have all of the powers and duties set forth in the Declaration, as amended from time to time, except as validly limited by these Articles and by said Declaration.

ARTICLE VI. MEMBERSHIP

Every person or legal entity who holds legal title of record to a present fee simple interest in any subdivided lot or development parcel (herein "Lot") in Riviera Dunes, and every person or legal entity who holds legal title of record to a fee simple interest in any Lot being a part of any additional phase of Riviera Dunes provided that such phase has come under the jurisdiction of the Association by the recordation of the Declaration or an appropriate amendment thereto in the Public Records of Manatee County, Florida (herein "a Lot Owner"), shall be a member for each such Lot owned by such person or legal entity. Membership shall be appurtenant to and may not be separated from ownership of any Lot that is subject to the provisions of the Declaration.

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 the Member's Lot.

ARTICLE VII. VOTING RIGHTS

The voting rights shall be set forth and governed by the Bylaws of the Association.

ARTICLE VIII. DIRECTORS

The affairs of the Association shall be managed by a Board consisting of such number of Directors as may be determined from time to time in accordance with the Declaration and the Bylaws.

Directors of the Association shall be elected at the annual meeting of the Members, in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

ARTICLE IX. OFFICERS

The Association shall have the officers described in its Bylaws who shall be elected or appointed at such time and for such terms as is provided in the Bylaws.

ARTICLE X. INDEMNIFICATION

10.1 Indemnification: Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees, reasonably incurred by, or imposed upon him or her in connection with any proceeding or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful and wanton misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

10.2 Insurance: The Board may purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Association as part of the Common Expenses.

ARTICLE XI. BYLAWS

The Bylaws may be amended in the manner provided by the Bylaws.

ARTICLE XII. AMENDMENTS

These Articles of Incorporation may be amended upon the affirmative vote of not less than two-thirds (2/3) of the voting interests of the Association.

ARTICLE XIII. REGISTERED AGENT

The street address of the registered office of the Association is 2033 Main Street, Suite 403, Sarasota, FL 34237, and the name of the registered agent at that address is Daniel LObeck. The Board may change the Association's registered office and registered agent from time to time

as permitted by law.

ARTICLE XIV. INTERPRETATION

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. It is intended that the provisions of these Articles shall be consistent with the provisions of the Declaration, and these Articles shall be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.