

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF RIVER COUNTRY ESTATES OWNERS' ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, Sections 617.1002 and 617.1007, and pursuant to the provisions of these Articles of Incorporation for amendment, the following Amended and Restated Articles of Incorporation were adopted on October 20, 2009 for River Country Estates Owners' Association, Inc., a Florida not-for-profit corporation, originally incorporated on July 22, 1982.

ARTICLE I

Name

The name of the corporation is River Country Estates Owners' Association, Inc. hereinafter called the "Association."

ARTICLE II

Principal Office

The principal office of the Association is located at 5331 Commercial Way, Suite 106, Spring Hill, Florida 34606. The Board of Directors shall have the authority to from time to time relocate the principal office.

ARTICLE III

Registered Agent

William F. Malone, whose mailing address is 5318 Patricia Place, Weeki Wachee, FL 34607 is hereby appointed as the registered agent of the Association. By his signature at the end hereof said William F. Malone accepts such appointment and agrees to fulfill all duties imposed upon such agent by law.

ARTICLE IV

Purposes and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the operation, upkeep, maintenance and preservation of the street lighting system, entranceway, park and other public areas located in River Country Estates according to the plat thereof recorded in Plat Book 17, Pages 1 through 7, inclusive, Public Records of Hernando County, Florida, and to promote the health, safety and welfare of the owners of property within the above-described subdivision and for such purposes to fix, levy, collect and enforce payment by any lawful means, of all charges or assessments against members of the Association imposed in accordance with the Bylaws of the Association and to pay all expenses incident to the conduct of the business of the Association and to acquire (by gift, purchase, or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property belonging to the Association and generally, to have and exercise any and all powers, rights, or privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

ARTICLE V
Membership

Every person or entity who is a record owner of a fee or undivided fee interest or the purchaser by agreement for deed of any lot in said River Country Estates 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 any lot which may be subject to assessment by the Association.

ARTICLE VI
Voting Rights

Members shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

ARTICLE VII
Board of Directors

The affairs of the Association shall be managed under the direction of the Board of Directors, who must be members of the Association. The Board of Directors shall have a minimum of three (3) members and a maximum in accordance with the Association Bylaws. Directors shall be elected in accordance with the provisions of the Association Bylaws.

ARTICLE VIII
Officers

The affairs of the Association are to be managed by a president, vice-president, secretary and treasurer, each of whom must be a director. Election of officers to be in accordance with the provisions of the Association Bylaws.

ARTICLE IX
Duration

The corporation shall exist perpetually.

ARTICLE X
Dissolution

The Association may be dissolved with the assent of not less than two-thirds of its members. Upon dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this 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.

ARTICLE XI
Amendments

A. Articles. These Articles may be amended only by a majority vote of the members of the Association present in person or by proxy at any duly called meeting of the Association.

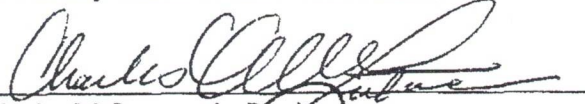
B. Bylaws. The Bylaws, as adopted and amended from time to time, shall govern the Association. Such Bylaws may be amended in the manner provided therein and all the amendments to the Bylaws shall be binding on all members, including those who may have voted against them.

ARTICLE XII
Indemnification of Officers and Directors

All officers and directors shall be indemnified by the Association to the extent required by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

IN WITNESS WHEREOF, the undersigned hereby certify that the foregoing Amended and Restated Articles of Incorporation of River Country Estates Owners' Association, Inc. were duly adopted by the membership of the Association on October 20, 2009.

River Country Estates Owners' Association, Inc.

By: 
Charles M. Lutman, its President

Attest: 
Sheryl Falco, its Secretary

(corporate seal)

RIVER COUNTRY ESTATES OWNERS' ASSOCIATION, INC.

AMENDED AND RESTATED BYLAWS

[As Amended on October 20, 2009]

(Further Amendments Noted)

ARTICLE I

Name – Principal Office

The name of the corporation is River Country Estates Owners' Association, Inc., a Florida not for profit corporation, hereinafter referred to as the "Association." The principal office of the Association shall be at 5331 Commercial Way, Suite 106, Spring Hill, FL 34606. The Board of Directors may relocate such office from time to time as it sees fit.

ARTICLE II

Definition

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation of River Country Estates Owners' Association, Inc., a Florida not for profit corporation, which was originally filed with the Department of State of the State of Florida on July 22, 1982, as amended from time to time.

Section 2. "Association" shall mean and refer to River Country Estates Owners' Association, Inc., a Florida not for profit corporation, its successors and assigns.

Section 3. "Common Area" shall mean all real property, now or in the future, owned or leased by the River Country Estates Owners' Association for the common use of all owners which includes, but is not limited to, the lake and surrounding park, mailbox shelters and entrance island.

Section 4. "Declaration" shall refer to the Declaration of Deed Restrictions for River Country Estates, recorded on December 30, 1996, in Official Records Book 1102, Pages 432 through 451, Public Records of Hernando County, Florida, as amended from time to time.

Section 5. "Lot" shall refer to any division of land as indicated by a lot number on the recorded subdivision map as filed with Hernando County, Florida, including residential and commercial lots but excluding common areas.

Section 6. "Owner" shall mean the recorded owner, whether one or more persons or entities, of fee simple title to any lot in the subdivision and a buyer of any lot under agreement for deed, but shall not include those holding title merely as security for performance of an obligation.

Section 7. "Member" shall mean the owner of each lot. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE III Meeting of Members

Section 1. General Meetings. There shall be two general meetings of the membership each year. The first shall be held in October, the second, in April on such day of the month as the Board shall designate.

Section 2. Special Meetings. Special meetings may be called at any time by the President, by the Board of Directors or by written request of 47 members.

Section 3. Notice of Meetings. Written notice of each meeting shall be given by the Secretary by mailing a copy of such notice, postage prepaid, at least fifteen (15) days but not more than forty five (45) days before each meeting, to each member entitled to vote, to the member's address last appearing on the records of the Association or supplied by such member to the Association for the purpose of receiving notice. Such notice shall specify the day, hour and place of the meeting and in the case of a special meeting, the purpose.

Section 4. Quorum. The presence at a meeting in person or by proxy of at least 10 percent (10%) of the members constitutes a quorum. If a quorum is not present at any meeting, the members entitled to vote shall have power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present. Members shall be entitled to one vote for each lot owned provided that no dues, assessments or penalties are owed to the Association. Members whose dues or assessments are delinquent in excess of ninety (90) days shall not have the right to vote. When more than one (1) owner/person holds an interest in any lot all such persons shall be members. The vote for such lot shall be exercised as they determine; but, in no event shall more than one (1) vote be cast with respect to any lot. Fractional votes shall not be permitted.

Section 5. Voting.

- A. Directors. At all meetings, each member entitled to vote may vote for directors either in person or by absentee ballot. All absentee ballots shall show the lot and block number and the signature of the owner. Absentee ballots may be withdrawn prior to the meeting if the owner is later able to attend the meeting and wishes to vote in person.
- B. General. At all meetings each member entitled to vote may vote, other than for directors, either in person or by proxy. They may vote by limited proxy or, by general proxy. All proxies shall show the lot and block number and the signature of the owner. Proxies may be used to establish a quorum and may also be used for votes taken to amend the Declaration, the Articles of Incorporation or these Bylaws or for any other matter that requires or permits a vote of the owners. Any proxy shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. A proxy is not valid for a period longer than ninety (90) days after the date of the first meeting for which it was given. Proxies may be withdrawn prior to the meeting if the

owner is later able to attend the meeting and wishes to vote in person (Amended October, 2010).

Section 6. Vote Required. At every meeting where a quorum is present, a majority of the votes shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Declaration, the Articles of Incorporation or these Bylaws a different vote is required, in which case such express provision shall govern and control.

Section 7. Order of Business. The order of Business at all general or special meetings shall be as follows:

- A. Roll Call;
- B. Proof of notice of meeting or waiver of notice;
- C. Reading of minutes of previous meeting;
- D. Reports of officers;
- E. Election of directors (if election is to be held);
- F. Reports of committees;
- G. Unfinished business;
- H. New business; and
- I. Adjournment.

ARTICLE IV

Board of Directors: Selection — Term of Office

Section 1. Number. The affairs of the Association shall be governed by a Board of Directors composed of not less than three (3) nor more than nine (9) members, as determined from time to time by the Board.

Section 2. Term of Office. The term of office shall be two (2) years on a staggered basis to maintain continuity in the composition of the Board. The number of directors to bring the Board to the required number shall be elected at each General Meeting held in October. The eligibility of a member to be elected for more than one (1) term shall not be abridged.

Section 3. Compensation. No director shall receive compensation for any service rendered to the Association. However, any director may be reimbursed for actual expenses incurred in performance of duties.

Section 4. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

Section 5. Resignation. Any director 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. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE V

Nominations and Election of Directors

Section 1. Nomination. Nominations for election to the Board of Directors shall be made by a Nominating Committee. Nominations may also be made from the floor at the General Meeting. The Nominating Committee shall consist of a Chairperson, who shall be a member of the Board of Directors, and two or more members of the Association. The Nominating Committee shall be a standing committee appointed by the Board of Directors. The Nominating Committee shall make as many nominations for election to the Board of Directors as it shall in its discretion determine.

Section 2. Election. Election to the Board of Directors shall be by written ballot. At such election the members may vote, in person or by absentee ballot, as many votes as they are entitled to exercise. The person(s) receiving the most votes cast for that office shall be elected. Cumulative voting is not permitted.

ARTICLE VI

Meeting of Directors

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly without notice, at such place and hour as may be fixed by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors shall be held when called by the President of the Association, or by any two directors, after not less than twenty-four (24) hours notice to each director.

Section 3. Quorum. A majority of the number of directors shall constitute a quorum. Every decision by a majority of the directors present at a duly held meeting shall be regarded as the act of the Board.

ARTICLE VII

Powers and Duties of the Board of Directors

Section 1. Powers. The Board of Directors shall have the power to:

- A. Adopt and publish rules and regulations governing the use and maintenance of the Common Area and the Lots, and the personal conduct of the members and their guests thereon, and to establish penalties for the infraction thereof;
- B. Exercise for the Association all powers, duties and authority voted in or delegated to the Association and not reserved to the membership by other provisions of these Bylaws or the Declaration or Articles of Incorporation;
- C. Appoint, by majority vote of the remaining members of the Board, a member to fill any vacancy on the Board (the director appointed to such vacancy shall serve for the remainder of the term of the director replaced); and to declare the office of a member of the Board of Directors to be vacant in the event such member shall have unexcused absences from three (3) consecutive regular meetings of the Board of Directors;

- D. Employ a manager, management company, independent contractor and/or such other employees as the Board deems necessary and to prescribe the duties to be undertaken and the compensation therefore, and authorize the purchase of necessary supplies and equipment and to enter into contracts with regard to the foregoing items or services;
- E. Accept such other functions or duties with respect to the property of the Association;
- F. Delegate to and contract with a financial institution for collection of the assessments of the Association; and
- G. Do any and all lawful things which may be authorized, required or permitted to be done by the Association under and by virtue of the Declaration, the Articles of Incorporation or the Bylaws, and to do and perform on behalf of the Association any and all acts which may be necessary or proper for or incidental to the enforcement of and the exercise of any of the express powers of the Association for the safety and/or general welfare of the owners. Without in any way limiting the generality of the foregoing, the Board of Directors shall have the power and authority at any time and from time to time, and without liability to any Owner, to enter upon any Lot and instruct its contractors or agents to enter upon any Lot for the purpose of enforcing any and all of the provisions of the Declaration, the Articles of Incorporation and these Bylaws, or for the purpose of maintaining and repairing any such Lot if for any reason whatsoever the Owner thereof fails to maintain and repair such Lot as required.

Section 2. Duties. It shall be the duty of the Board of Directors:

- A. To cause to be kept a complete record of all of its acts and corporate affairs and to present a report thereof to the members at the annual meeting of the members, or at any special meeting when such report is required in writing by fifty-one percent (51%) of all the membership;
- B. To supervise all officers, agents and employees of the Association and to see that their duties are properly performed;
- C. To develop an annual budget and to recommend to the membership the amount of annual fees and assessments; to send written notice to each owner no more than thirty (30) days nor less than fifteen (15) days prior to the General Meeting at which such assessments are to be voted on; and send written notice of each annual assessment to every owner at least fifteen (15) days in advance of each annual assessment period. Upon approval of the annual budget by the membership, the Board of Directors shall levy an equal annual assessment at a uniform rate against each lot, which assessment shall be due and payable within thirty (30) days after notice thereof is given. In addition, the Board of Directors shall have the power to levy special assessments against the owners, if necessary to cover unanticipated expenditures which may be incurred during the fiscal year. Any assessments which are not paid when due shall be subject to such late charge as may be established by resolution of the board, and shall bear interest from the due date until paid at the maximum rate allowed by law. Any payment received by the Association shall be applied first to any interest accrued, then to any administrative late fee, then to any costs

and reasonable attorneys' fees incurred in collection, and then to the delinquent assessment.

- D. To procure and maintain adequate liability insurance on property owned by the Association, and such other insurance which in the opinion of the directors may be necessary or desirable for the Association; the policies and limits to be reviewed at least annually and increased or decreased at the discretion of the Board of Directors; and
- E. To cause the Common Area to be maintained.

ARTICLE VIII

Officers and Their Duties

Section 1. Enumeration of Officers. The Officers of this Association shall be a President and a Vice-President, who shall be the Chairman and Vice-Chairman, respectively, of the Board of Directors, a Secretary and a Treasurer.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors after the election of the Board. The meeting shall take place as soon as possible following the adjournment of the October General Meeting of the members.

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year unless he/she shall sooner resign or be removed or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect or appoint 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 determine.

Section 5. 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. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by a majority vote of the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer replaced.

Section 7. Multiple Offices. Neither the President nor Vice-President may serve as the Secretary or Treasurer.

Section 8. Duties. The duties of the officers are as follows:

- A. President. The President shall preside at all general meetings and meetings of the Board of Directors; see that orders and resolutions of the Board and Association are carried out; sign all leases, mortgages, deeds and other written instruments.

- B. Vice-President. The Vice-President shall act in the place and stead of the President in the event of his/her absence, inability or refusal to act, and exercise and discharge such other duties as may be required of him/her by the Board of Directors.
- C. Secretary. The Secretary shall record the votes and keep minutes of all meetings and proceedings of the Board of Directors 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 of Directors and of the members; keep appropriate current records showing the members of the Association together with their addresses; and perform such other duties as may be required by the Board of Directors.
- D. Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and disburse such funds as directed by resolution of the Board of Directors; sign all checks of the Association along with the President, except in the absence of either one or both, the officers or directors of the Board pre-registered at the bank will provide the necessary signatures; keep proper books of account; cause a financial report of the Association books to be made at the completion of each fiscal year; provide a copy of the annual financial report to each member within ninety (90) days following the end of the 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.

ARTICLE IX

Committees

Section 1. Deed Restriction Advisory Committee (DRAC). The Association has responsibility for deed restriction control in the subdivision. Therefore, the Board of Directors shall appoint at least three (3) members to such committee who shall serve at the pleasure of the Board. The Committee shall perform its duties pursuant to written provisions and guidelines established by the Board.

Section 2. Other Committees. The Board of Directors may create other committees not provided for in these Bylaws.

ARTICLE X

Records

Section 1. Members. The records and papers of the Association shall at all times, during business hours, be subject to inspection by any member. The Declaration, Articles of Incorporation and the Bylaws of the Association shall be available for inspection by any member at the office or such other address as the Board of Directors may designate.

Section 2. All Property Owners. The records and papers related to the River Country Estates Multipurpose Municipal Benefit Unit shall be subject to inspection by any property owner within the MSBU.

ARTICLE XI

Corporate Seal

The Association shall have a seal in circular form, having within its circumference the words: River Country Estates Owners' Association, Inc., a Florida Corporation, Not for Profit, 1982.

ARTICLE XII

Amendments

Section 1. Requirements to Amend. These Bylaws may be amended at a regular or special meeting of the members by a majority vote of the members present in person or by proxy, provided however that written notice setting forth the proposed amendment be given to each member along with the notice of meeting required by Article III Section 3 of the Bylaws (Amended October, 2010).

Section 2. Control of Conflict. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control. Federal and State laws will take precedence.

ARTICLE XIII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of October and end on the 30th day of September of each year.

Section 2. Insurance. The Board of Directors may, but is not required to, elect to carry a policy of officers and directors liability insurance, insuring the officers and directors against any claims made against them whatsoever, except claims of willful negligence and misfeasance of office.

Section 3. Parliamentary Authority. The rules contained in the current edition of *Robert's Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws, any special rules of order the Association may adopt and any statutes applicable to this organization.

The undersigned, as Secretary of the Association, certifies that the foregoing are the Bylaws of River Country Estates Owners' Association, Inc., as duly amended by a majority vote of all members present in person or by proxy at the biannual General Meeting held on the 20th day of October, 2009

Sheryl Falco, Secretary