

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of SOUNDINGS HOMEOWNERS' ASSOCIATION AT RIVER BRIDGE, INC., a Florida corporation, filed on November 14, 1994, as shown by the records of this office.

The document number of this corporation is N9400005711.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Eighteenth day of November, 1994



CR2EO22 (2-91)

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

Jim Smith
Secretary of State

FILED
MAR 11 1988

ARTICLES OF INCORPORATION
OF
SOUNDINGS HOMEOWNERS' ASSOCIATION AT RIVER BRIDGE, INC.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation shall be Soundings Homeowner's Association at River Bridge, Inc., hereinafter referred to as the "Association," and its duration shall be perpetual. The principal office of the Association shall initially be located at:

4 Harvard Circle
West Palm Beach, FL 33409

ARTICLE II

PURPOSE

The Association is organized to protect the value of the property of the Members of the Association, to exercise all the powers and privileges, and to perform all of the duties and obligations of the Association as defined and set forth in that certain Declaration of Covenants, Conditions and Restrictions for Soundings Homeowner's Association at River Bridge, Inc. (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 as in the Declaration.

ARTICLE III

POWERS

Section 1. Common Law and Statutory Powers. The 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 Chapter 617, Florida Statutes, as amended, together with, or as limited by, those powers conferred on the Association by the Declaration, these Articles and the By-Laws of the Association, as amended. The Association shall have all of the powers reasonably necessary to implement its purpose, and to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Rules and Regulations of the Association.

Section 2. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members 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 By-Laws.

ARTICLE V

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. Until such time as the Declarer relinquishes control of the Association, as described in the Declaration, and By-Laws, the Declarer shall have the right to appoint a majority of the members of the Board of Directors. Further, no Director appointed by the Declarer or the Board of Governors need be a Member. However, all Directors elected by Members other than the Declarer or the Board of Governors must be Members. The initial Board shall consist of three (3) Directors, two (2) of whom shall be appointed by the Declarer, and one (1) of whom shall be appointed by the Board of Governors. The party appointing such member to the initial Board shall be entitled, at any time and from time to time, to remove or replace any Director originally appointed by the such party. Such appointing party may waive or relinquish, in whole or in part, any of its rights to appoint any one or more of the Directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

Name	Address
Richard N. Kleisley	4 Harvard Circle West Palm Beach, FL 33409
Caroline Dickinson	4 Harvard Circle West Palm Beach, FL 33409
Harold Motzer	4 Harvard Circle West Palm Beach, FL 33409

ARTICLE VI

OFFICERS

The Officers shall consist of a President, Vice President, Secretary and Treasurer. So long as the Declarer retains control of the Association, as defined in the Declaration, no Officer elected by the Board shall serve the Association until such time as the Declarer approves the Officer. Upon the election of an Officer by

the Board of Directors, whether the election occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of such newly appointed Officer in writing to the Declarer. The Declarer shall approve or disapprove said Officer within twenty (20) days after receipt of said name. If the Declarer fails to act within such time period, such failure shall be deemed approval by the Declarer. The initial officers to serve until their successors are duly elected shall be as follows:

Richard N. Kleisley	President
Caroline Dickinson	Secretary
Harold Motzer	Vice President
Mark Welch	Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Officer and Director of the Association shall be indemnified by the Association as provided in the Declaration.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and address of the initial registered office shall be

Richard N. Kleisley	4 Harvard Circle West Palm Beach, FL 33409
---------------------	---

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Richard N. Kleisley	4 Harvard Circle West Palm Beach, FL 33409
---------------------	---

ARTICLE X

BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration. Until such time as the Declarer relinquishes control of the Association and the Developer relinquishes control of the Master Association, no amendments to the By-Laws shall be effective unless the Declarer and the Developer shall have joined in and consented thereto in writing.

ARTICLE XI

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.

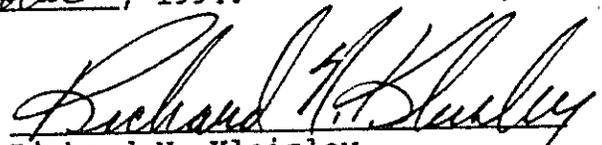
(c) At such meeting of the Members, a vote of the Members entitled to vote thereon, as provided in the Declaration, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the Members.

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

Section 3. If all of the Members eligible to vote sign a written statement manifesting their intentions that an amendment to the Articles be adopted, then the amendment shall thereby be adopted as though the procedure set forth in Section 1 of this Article had been satisfied.

Section 4. For so long as either the Developer or the Declarer is the Owner of any lot or any property affected by these Articles or any amendment hereto, no amendment will be effective without the Declarer and the Developer's express written consent.

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal this 13 day of October, 1994.


Richard N. Kleisley
Incorporator

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

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RICHARD N. KLEISLEY known to me to be the person described in the foregoing instrument, who acknowledged before me that he executed the same, that he is personally known to me or I relied upon the following form of identification of the above-named person: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 13 day of October, 1994.



Sharon Musgrove
NOTARY PUBLIC

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Richard N. Kleisley hereby accepts the responsibility to act as Registered Agent and agrees to comply with the provisions of law applicable to such designation.

Richard N. Kleisley
Richard N. Kleisley
Registered Agent

FILED
OCT 14 1994