

EXHIBIT "A"

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of RIVER WATCH HOMEOWNERS' ASSOCIATION OF HILLSBOROUGH, INC., a Florida corporation, filed on July 28, 1997, as shown by the records of this office.

The document number of this corporation is N97000004316.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirtieth day of July, 1997



CR2EO22 (2-95)

A handwritten signature in cursive script, reading "Sandra B. Northam".

Sandra B. Northam
Secretary of State

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
RIVER WATCH
HOMEOWNERS' ASSOCIATION of Hillsborough,**

The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this corporation shall be River Watch HOMEOWNERS' ASSOCIATION of HILLSBOROUGH, INC., hereinafter referred to as the ("Association"). The principal and mailing address of this corporation shall be 611 West Bay Street, Tampa, Florida 33606.

**ARTICLE II
PURPOSE**

The purpose of the Association is 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 Declaration of Covenants, Conditions, Restrictions, and Easements for River Watch, which will be recorded among the Public Records of Hillsborough County, Florida, (hereinafter called "Declaration"), in the development located in Hillsborough County, Florida, known as River Watch. The Association is also formed to maintain the privately owned areas of River Watch 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:

1. 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, including without limitation the surface water management system which includes the lakes, retention areas, culverts and related appurtenances;

2. Make and collect assessments from its Members;

3. Pay all Association expenses;
4. Acquire title to and exercise all rights of ownership in and to any real or personal property;
5. Own and convey real or personal property;
6. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;
7. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.
8. Sue and be sued;
9. Contract for operation and maintenance services.
10. Require all Owners to be members of the Association.
11. Exist in perpetuity, but in the event that the Association is dissolved, the Common Area including the surface water management system shall be conveyed to an appropriate agency of local government, or if not accepted to a nonprofit corporation with similar purposes.
12. Take any other action necessary for the purposes for which the Association is formed.

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 persona 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 of 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, including Class B votes for any Property annexed or planned for annexation by Declarant,
- (ii) January 1, 2002 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 three (3) Directors, whose names and address are:

Glen E. Cross
611 West Bay Street
Tampa, Florida 33606

Galen Custard
611 West Bay Street
Tampa, Florida 33606

Mike Whitlow
 611 West Bay Street
 Tampa, Florida 33606

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be less than three.

ARTICLE VI
OFFICERS

The officers of the Association shall be 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:	Glen E. Cross 611 West Bay Street Tampa, Florida 33606
Vice President:	Galen Custard 611 West Bay Street Tampa, Florida 33606
Secretary/Treasurer:	Mike Whitlow 611 West Bay Street Tampa, Florida 33606

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 a 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 VII
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 of written consent of two-thirds (2/3) of the Lot Owners at any regular or special meeting of the membership duly caused and convened. No such amendment may diminish any rights of the Class B Member, however, unless jointed 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 (including without limitation the surface water management system portions of the Common Area) 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. The Article is subject to the provisions of Section 617.05 Florida Statutes.

ARTICLE X
INITIAL SUBSCRIBERS

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

Galen Custard
611 West Bay Street
Tampa, Florida 33606


ARTICLE XI
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process shall be Galen Custard, whose address within the State of Florida is 611 West Bay Street, Tampa, Florida 33606.

ARTICLE XII
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: 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 these 21 day of 07, 1997.



GALEN CUSTARD

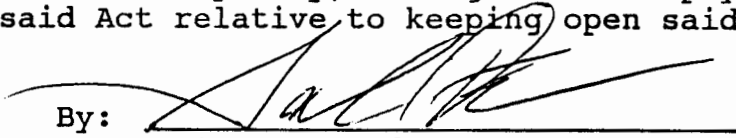
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

RIVER WATCH Watch HOMEOWNERS' ASSOCIATION ^ of HILLSBOROUGH, INC.,
desiring to organize under the laws of the State of Florida, with its principal
place of business at 611 West Bay Street, City of Tampa, County of
Hillsborough, State of Florida has named Galen Custard, located at
611 West Bay Street, Tampa, County of Hillsborough, State of
Florida, 33606, 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: 
Galen Custard

DATED: 07/21/97

FILED
97 JUL 23 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA