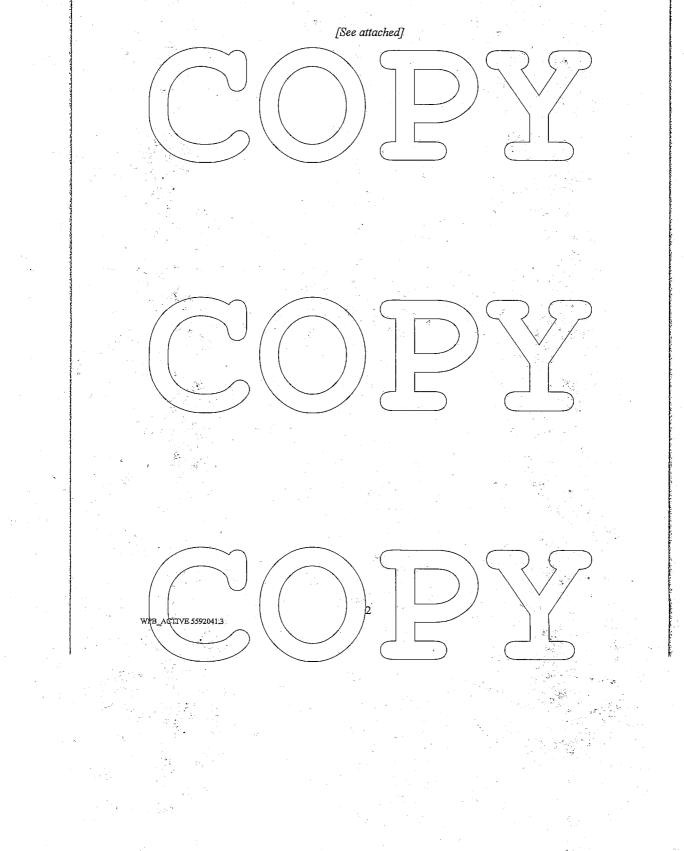
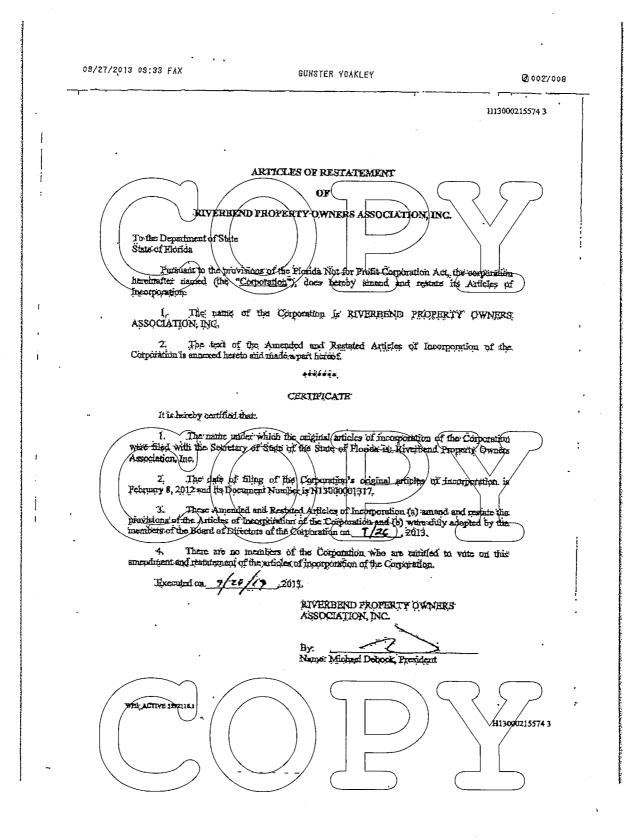


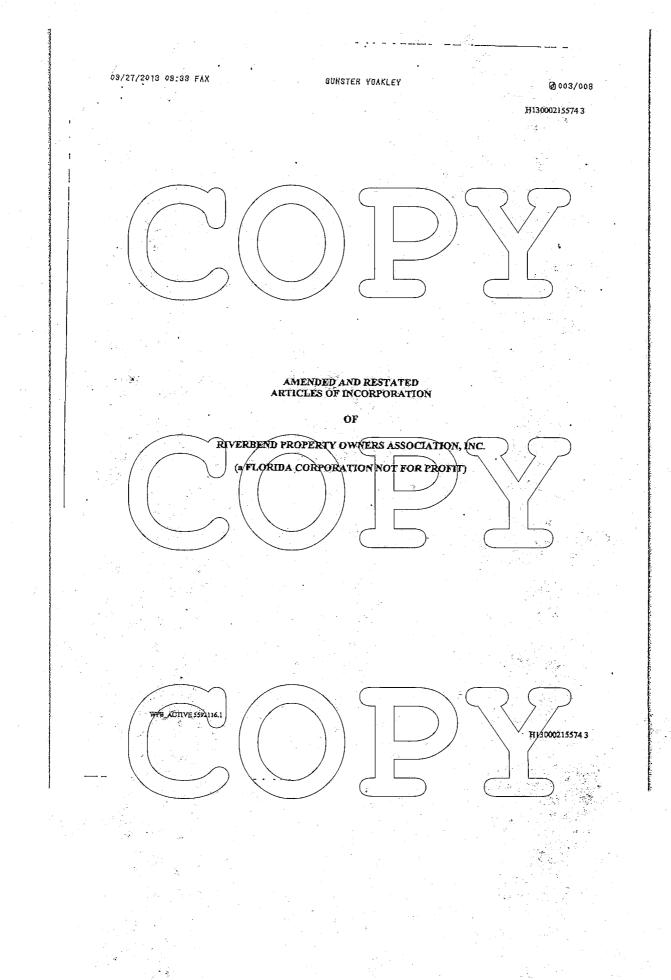
## EXHIBIT 2

## AMENDED AND RESTATED ARTICLES OF INCORPORATION









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	AMENDED AND RESTATED ARTICLES OF INCORPORATION OF	SECHE IARY OF STATE TALLAHASSEE, FLORIDA
RIVERBENT	PROPERTY OWNERS ASSOCIATE	ON, INC.
In compliance with th	a Florida Corporation Not For Profit) at requirements of the laws of the Stat	e of Florida, and for the
	ion not-for-profit, the undersigned does h	-
OWNERS ASSOCIATION, I	i. The name of the corporation is RI NG-(the " <u>Association</u> ").	VERBEND PROPERTY
2. <u>Principal Office</u> . The Standard Pacific of Florida, 33071.	initial principal office of the Associa which is located at \$25 Coral Ridge I	tion is at the offices of Drive, Coral Springs, FL
3. <u>Registered Office - Re</u> Association is 825 Coral Rid agent of the Association is Dar	ngistered Agent. The street address of the ge Drive, Coral Springs, FL 33071. Th a Grosswald.	e Registered Office of the name of the registered
for Riverbend (as amended an been or will be recorded ame govern all of the operations of	ion entitled Declaration of Covenants, Re ad amended and restated from time to tim ong the Public Records of St. Lucie C f a community to be known as Riverbeau have the meanings set forth in the Declara	te, the " <u>Declaration</u> ") has ounty, Florida, and shall d. All initially capitalized
5.1 Provide for th Common Areas and improvem	tion. The Association is formed to: e ownership, operation, maintenance a ents thereori. ies delegated to it in the Declaration.	and preservation of the
	interests of the Association and the Owne	
	lith, safety and welfare of the Owners.	19.
	sociation is a Florida corporation not	for profit and does not
reservations set forth in applie	iation. The Association shall, subject cable law and the Declaration, have all r which are reasonably necessary to d ne following:	powers, privileges, and
7.1 To perform all Declaration, these Articles of Ir	the duties and obligations of the Association and the By-Laws.	iation as set forth in the
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7.2 To enforce, by legal action or otherwise, the provisions of the Declaration, these Amended and Restated Articles of Incorporation, the By-Laws, and the rules, covenants, conditions, restrictions, regulations, and/or agreements governing or binding the Association.

7.3 To operate and maintain the portion of the Surface Water Management System, if

7.4 To fpc, levy, collect and enforce payment by any lawful means, of all Assessments payable pursuant to the terms of the Declaration, these Amended and Restated Articles of Incorporation, and the By-Laws.

7.5 To pay all Association Expenses including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Common Areas or other property of the Association.

7.6 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including the Common Areas) in connection with the functions of the Association, except as limited by the Declaration.

7.7 To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.8 To dedicate, grant, license, lease, create easements upon, sell or transfer all or any part of, the Common Areas to any public agency, antity, authority, utility, or other person or entity for such purposes and subject to such conditions as it determines, subject only to requirements set forth in the Declaration, if any.

. 7.9 To participate in mergers and consolidations with other non-protit corporations organized for the same purpose.

7.10 To adopt, publish, promulgate of enforce rules, regulations, covenants, restrictions or agreements governing the Association, Riverbend, the Common Areas and Homes as provided in the Declaration, and to effectuate all of the purposed for which the Association is organized.

7.11 To have and to exercise any and all powers, rights and privileges which a not-forprotit corporation organized under the laws of the State of Florida that, as a homeowners' association, operates a community may, now or hereafter, have or exercise, including all powers under Chapters 617 and 720, Florida Statutes.

7.12 To employ personnel and retain independent contractors to contract for management of the Association, Riverbend and the Common Areas provided in the Declaration, and to delegate in such contract all or any part of the powers and duties of the Association.

7.13 To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Arces, and Riverbend, as provided in the Declaration including, without limitation, Telecommunication Services, maintenance, garbage pick-up, and utility services. The foregoing rights shall not be deemed to impose any obligation on the Association to provide such services. Neither, the Board of Directors of the Association nor any manager or management.



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company hired or retained by the Board shall approve any contract with a contingency payment or payment provisions without the approval of the Members.

7.14. To establish committees and delegate certain of its functions to those committees. 7.15 To enter into agreements and/or contracts with the South Florida Water Management District ("<u>SFWMD</u>") under which the Association shall perform certain maintenance, management and/or other agreed-upon services for the SFWMD with respect to the Surface Water Management System.

8. <u>Association Lawsuitz</u>. The Board shall have no duty to bring suit against any party, and the Board is permitted to apply a rule of reasonableness when determining whether to bring suit against any party.

9. <u>Members' Voting Rights</u>. Each Owner and Developer shall be a Member of the Association. The Owners and the Developer shall have the voting rights set forth in the By-Laws.

10. <u>Board of Directors</u>. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) nor more than five (5) members. The current number of directors comprising the Board is three (3), which Directors have been appointed as stated in the By-Laws. The election of Directors by Members other than Developer shall initially be held on the date the Developer no longer has the legal right pursuant to the Declaration to appoint Directors, and thereafter at the Annual Members Meeting. Directors shall be elected for a term expiring on the date of the next Annual Meeting. The names and addresses of the current members of the Board, who shall hold office until their successors are appointed or elected or



11. <u>Dissolution</u>. In the event of a dissolution of the Association other than incident to a merger or consolidation, any Owner may petition the Circuit Court having jurisdiction over Riverbend for the appointment of a receiver to manage the affairs of the dissolved Association and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association its properties. In addition, if the Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.



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12. <u>Duration</u>. The Association's existence shall be perpetual.

13. <u>Amendment(s)</u>.

13.1 <u>General Restrictions on Amendment(s)</u>. Notwithstanding (any other provision herein to the contrary, no amendment to these Amended and Restated Articles of Incorporation/ shall affect the rights of the Developer unless such amendment receives the prior written consent of Developer, which consent may be withheld for any reason whatsoever. No amendment shall be effective until it is recorded among the Public Records.

13.2 <u>Amendment(s) Prior to and Including the Turnover Date.</u> Prior to the Turnover Date, the Developer shall have the right to amend these Amended and Restated Articles of Incorporation as it decins appropriate, without the joinder or consent of any person or entity whatscever. Developer's right to amend under this <u>Section 13.2</u> is to be construed as broadly as possible. In the event that the Association shall desire to amend these Amended and Restated Articles of Incorporation prior to the Turnover Date, the Association must first obtain Developer's prior written consent to any proposed amendment. After receiving the Developer's written consent to the proposed amendment, an amendment identical to that approved by the Developer may be adopted by the Association pursuant to the requirements for amendment after the Turnover Date. After approval of the amendment by the Board, Developer shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

13.3 <u>Amendment(s) After the Turnover Date</u>. After the Turnover Date, but subject to the general restrictions of amendments set forth above, these Amended and Restated Articles of Incorporation may be amended with the approval of two-thirds percent (66-2/3%) of the Board and (ii) seventy-five percent (75%) of the votes present (in person and by proxy) at a duly called meeting of the Members in which there is a quorum. Notwithstanding the foregoing, these Amended and Restated Articles of Ancorporation may be amended after the Furnover Date by a two-thirds percent (66-2/3%) of the Board adving alone to change the number of directors on the Board. Such change shall hor require the approval of the Members. Any change in the number of directors shall not take effect until the next Amended Members Meeting.

14. Limitations.

14.1 Declaration is Paramount. No amondment may be made to these Amended and Restated Articles of Incorporation which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

14.2 <u>Rights of the Developer</u>. There shall be no amendment to these Amended and Restated Articles of Incorporation which shall abridge, reduce, amend, affect or modify the rights of the Developer.

14.3 <u>By-Laws</u>. These Amended and Restated Articles of Incorporation shall not be amended in a manner that conflicts with the By-Laws adopted by the Association.

15. <u>Officers</u>. The Board shall elect as President, Secretary, Treasurer, and as many Vice Presidents, Assistant Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the current Officers, who shall serve until their successors are elected by the Board are as follows:

