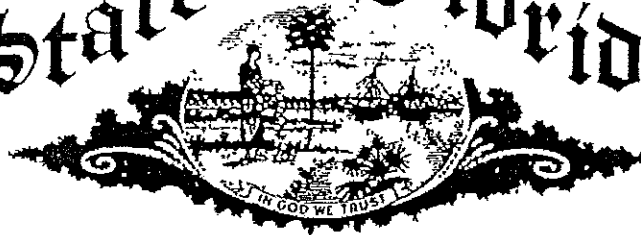


State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of RIVER HILLS RESERVE OWNERS SUB-ASSOCIATION, INC., a Florida corporation, filed on March 23, 2000, as shown by the records of this office.

The document number of this corporation is N00000001924.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-fourth day of March, 2000



CR2EO22 (1-99)

Katherine Harris

Katherine Harris
Secretary of State

ARTICLES OF INCORPORATION
OF
RIVER HILLS RESERVE OWNERS SUB-ASSOCIATION, INC.
(a corporation not-for-profit)

- I. NAME AND DEFINITIONS. The name of this corporation shall be River Hills Reserve Owners Sub-Association, Inc. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the River Hills Reserve Declaration of Covenants, Conditions, Restrictions, Limitations and Easements to be recorded in the current public records of Clay County, Florida (the "Village Declaration").
- II. PRINCIPAL OFFICE AND MAILING ADDRESS. The location of the corporation's principal office and its mailing address shall be 6620 Southpoint Drive South, Suite 400, Jacksonville, Florida 32216, or at such other place as may be established by resolution of the Village Association's Board of Directors from time to time.
- III. PURPOSES. The general nature, objects and purposes of the Village Association are to promote matters of common interest and concern of the Owners of property within River Hills Reserve.
- IV. GENERAL POWERS. The general powers that the Village Association shall have include all proper acts, necessary or incidental, for the benefit and protection of the Village Association, to transact any lawful business, and to exercise all powers granted to Village Associations by the laws of the State of Florida.
- V. BOARD OF DIRECTORS. The affairs of the Village Association shall be managed by a Board of Directors, who shall be elected in accordance with the provisions set forth in the Bylaws.
- VI. INITIAL REGISTERED AGENT. The name and address of the Initial Registered Agent is as follows:

Douglas A. Ward, Esquire
Rogers, Towers, Bailey, Jones & Gay
170 Malaga Street
St. Augustine, Florida 32085-3504

- VII. INCORPORATOR. The name and address of the Incorporator is as follows:

Clinton F. Smith
6620 Southpoint Drive South
Suite 400
Jacksonville, Florida 32216

FILED
00 MAR 23 AM 11:05
SECRETARY OF STATE
JACKSONVILLE, FLORIDA

IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 21st day of March, 2000.

Signed, sealed and delivered in the presence of:

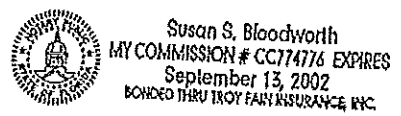
Susan S. Bloodworth
Witness Signature
SUSAN S. BLOODWORTH
Print/Type Witness Name

Clinton F. Smith
CLINTON F. SMITH
Incorporator

Alana Hartley
Witness Signature
Alana Hartley
Print/Type Witness Name

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument acknowledged before me this 21st day of March, 2000, by Douglas A. Ward, the Incorporator of RIVER HILLS RESERVE OWNERS SUB-ASSOCIATION, INC., on behalf of the corporation.



Susan S. Bloodworth
NOTARY PUBLIC

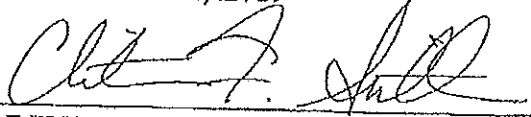
Print/Type Notary Name
State of Florida at Large
Commission # _____
My Commission Expires:
Personally Known
or Produced I.D.
[underline one of the above]

Type of Identification Produced

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


RIVER HILLS RESERVE OWNERS SUB-ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 6620 SOUTHPOINT DRIVE SOUTH, SUITE 400, JACKSONVILLE, FLORIDA 32216, HAS NAMED DOUGLAS A. WARD AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATIONS REGISTERED OFFICE.

RIVER HILLS RESERVE OWNERS
SUB-ASSOCIATION, INC.

By: 
CLINTON F. SMITH
Incorporator

Dated: March 21, 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


DOUGLAS A. WARD
Registered Agent

Dated: March 21, 2000

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00 MAR 23 AM 11:05
SECRET
TALLAHASSEE, FLORIDA