



December 7, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

VG&RC COMMUNITY ASSOCIATION, INC.
117 MARTELLAGO DRIVE
NORTH VENICE, FL 34275

The Articles of Incorporation for VG&RC COMMUNITY ASSOCIATION, INC. were filed on December 6, 2007, and assigned document number N07000011711. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number H07000293188.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-4933 and requesting form SS-4 or by going to their website at www.irs.ustreas.gov.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at (850) 245-6931.

Sincerely,
Becky McKnight
Regulatory Specialist II
New Filings Section
Division of Corporations

Letter Number: 907A00069077

P.O BOX 6327 - Tallahassee, Florida 32314

H070002931883

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not-For-Profit)

ARTICLE I: NAME

The name of the corporation shall be:

VG&RC Community Association, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

117 Martellago Drive
North Venice, FL 34275

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is:

To represent the best interests of its members, who shall be limited to homeowners in the Venetian Golf & River Club, which is a Planned Unit Development located on the north side of Laurel Road in North Venice, Florida, and to engage in and transact any and all lawful business within and without the State of Florida authorized or permitted under the laws of the State of Florida for not-for-profit corporations.

ARTICLE IV: MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As set forth in the By-Laws.

ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

DIRECTOR, PRESIDENT
John Moeckel
185 Treviso Court
North Venice, Florida 34275

DIRECTOR, VICE-PRESIDENT
Michael Rigdon
118 Treviso Court
North Venice, FL 34275

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 DEC -6 AM 10:01

APPROVED
AND
FILED

H070002931883

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DIRECTOR, SECRETARY-TREASURER

M. Marshall Happer III
117 Martellago Drive
North Venice, FL 34275

ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

M. Marshall Happer III
117 Martellago Drive
North Venice, FL 34275

ARTICLE VII: INCORPORATOR

The name and address of the Incorporator is:

M. Marshall Happer III
117 Martellago Drive
North Venice, FL 34275

ARTICLE VIII: GENERAL

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, members of the Board of Directors, Officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying on of propayanda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under Section 501(c)(6) of the United States Internal Revenue Code. On the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed excluavely for purposes within the intendment of Section 501(c)(3) or (6) of the United States Internal Revenue Code.


M. Marshall Happer III
Incorporator

Date: 12-5-07

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to Florida Statutes, the undersigned hereby certifies:

1. The name of the corporation is VG&RC Community Association, Inc.
2. The address of the corporation is 117 Martellago Drive, North Venice, Florida 34275.
3. I am the registered agent for the corporation and my name and address are as follows:

M. Marshall Happer III
 117 Martellago Drive
 North Venice, Florida 34275
 941-480-0265 T
 941-480-0267 F
happer@happer.com

I am familiar with the obligations of a registered agent and I hereby accept the appointment as registered agent and agree to act in this capacity and to comply with the applicable provisions of Florida law relating to registered agents.

M. Marshall Happer III

M. Marshall Happer III
 Registered Agent

Date: 12-5-07

APPROVED
 AND
 FILED
 07 DEC - 6 AM 10: 01
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

H070002931883



DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 12-07-2007

Employer Identification Number:
26-1531448

Form: SS-4

Number of this notice: CP 575 A

VG&RC COMMUNITY ASSOCIATION INC
% M MARSHALL HAPPER III
117 MARTELLAGO DR
NORTH VENICE, FL 34275

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 26-1531448. This EIN will identify your business account, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, please use the label we provided. If this isn't possible, it is very important that you use your EIN and complete name and address exactly as shown above on all federal tax forms, payments, and related correspondence. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If this information isn't correct as shown above, please correct it using the tear off stub from this notice and return it to us so we can correct your account.

Based on the information from you or your representative, you must file the following form(s) by the date(s) shown.

Form 1120

03/15/2008

If you have questions about the form(s) or the due date(s) shown, you can call or write to us at the phone number or address at the top of this notice. If you need help in determining what your tax year is, see Publication 538, Accounting Periods and Methods, available at your local IRS office or you can download this publication from our website at www.irs.gov.

We assigned you a tax classification based on information obtained from you or your representative. It is not a legal determination of your tax classification, and is not binding on the IRS. If you want a legal determination on your tax classification, you may request a private letter ruling from the IRS under the guidelines in Revenue Procedure 2004-1, 2004-1 I.R.B. 1 (or superseding Revenue Procedure for the year at issue.)

**Articles of Amendment
to
Articles of Incorporation
of**

VG&RC Community Association, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N07000011711

(Document number of corporation (if known))

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
08 JUN 23 PM 3:19

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

n/a

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

See Attached Page which is incorporated herein by reference

(Attach additional pages if necessary)
(continued)

The Articles of Incorporation of VG&RC Community Association, Inc., are hereby amended in accordance with the following:

1. Article III is hereby deleted in its entirety and is replaced for the following new Article III, reading as follows:

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is:

To provide for the common good and general welfare of the Venetian Golf & River Club community, which is a Planned Unit Development for 1381 residences located on the north side of Laurel Road in North Venice, Florida.

2. Article VIII is hereby deleted in its entirety and is replaced for the following new Article VIII, reading as follows:

ARTICLE VIII: GENERAL

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, members of the Board of Directors, Officers, or other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt under any Section of the United States Internal Revenue Code upon which the corporation is granted tax exempt status. On the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed exclusively for purposes within the intendment of the Section of the United States Internal Revenue Code upon which the corporation is granted tax exempt status.

The date of adoption of the amendment(s) was: June 17, 2008

Effective date if applicable: June 17, 2008
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Michael Rigdon
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Michael Rigdon
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE: \$35

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **AUG 20 2008**

VG&RC COMMUNITY ASSOCIATION INC
117 MARTELLAGO DR
NORTH VENICE, FL 34275

Employer Identification Number:
26-1531448
DLN:
17053360301047
Contact Person:
R. DIZON ID# 95004
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required:
Yes
Effective Date of Exemption:
December 6, 2007
Contribution Deductibility:
No

Dear Applicant:

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Information for Organizations Exempt Under Sections Other Than 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Contributions to you are not deductible by donors under section 170(c)(2) of the Code.

Sincerely,



Robert Choi
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Information for Organizations Exempt Under Sections Other Than 501(c)(3)