

FILED

ARTICLES OF INCORPORATION
OF

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TALLAHASSEE RANCH CLUB
PROPERTY OWNERS ASSOCIATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NOT-FOR PROFIT CORPORATION

In Compliance With Chapter 617, F.S., (Not for Profit)

The undersigned, for the purpose of forming a nonprofit corporation, do hereby make and adopt the following Articles of Incorporation in compliance with the requirements of F.S. Chapter 617, and the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing such corporation.

ARTICLE I - NAME

The name of the Corporation is: Tallahassee Ranch Club Property Owners Association, *INC.*

ARTICLE II - PURPOSES

The Corporation is organized and shall be operated exclusively for the purposes of carrying out the intentions and duties as set forth in the "COMMUNITY DECLARATION OF RESTRICTIONS FOR HOMESITES AND COMMON AREAS AT TALLAHASSEE RANCH CLUB", an instrument to be recorded in the Public Records of Leon County, Florida, as a restriction on the uses of certain real property located in Leon County, Florida, and for the following purposes:

- A. To act as a homeowners' association, responsible for the operation of a community in which the voting membership is made up of parcel owners or their agents, or a combination thereof, and in which membership is a mandatory condition of parcel ownership, and which is authorized to impose assessments that, if unpaid, may become a lien on the parcel; the objective of which is to insure to all of its members a continuing and concerted program for the maintenance and management of the common areas, to provide to its members collective representation in the affairs of the association, to enforce restrictions wherever applicable and appropriate so as to establish, protect and preserve the quality and

value of the parcels owned by it's members, and to perform such other duties as may be assigned to it under the COMMUNITY DECLARATION OF RESTRICTIONS FOR HOMESITES AND COMMON AREAS AT TALLAHASSEE RANCH CLUB and by-laws promulgated pursuant thereto.

- B. To act pursuant to and exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, without limiting the generality of the foregoing, as provided for under Florida Statutes Chapter 720, which gives statutory recognition to corporations not for profit that operate residential communities in this state, providing procedures for operating homeowners' associations, and protecting the rights of association members without unduly impairing the ability of such associations to perform their functions; and to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them; all of which shall be subject to and consistent with the controlling authorities of Florida Statutes Chapter 720 and the COMMUNITY DECLARATION OF RESTRICTIONS FOR HOMESITES AND COMMON AREAS AT TALLAHASSEE RANCH CLUB and by-laws promulgated pursuant thereto.

ARTICLE III - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of it's purposes set forth herein.

ARTICLE IV - ADDRESS

The street address of the principal office of the Corporation is: 9900 Plummer Road, Jacksonville, Florida.

The mailing address of the Corporation is: P.O. Box 40, Bryceville, Florida 32009.

ARTICLE V – REGISTERED AGENT

The initial street address of the Corporation's registered office is: c/o McFarlain & Cassedy, P.A., 305 South Gadsden Street, Tallahassee, Florida, 32301. The initial registered agent for the Corporation at that address is: Terrell C. Madigan, Attorney.

ARTICLE VI – DIRECTORS AND OFFICERS

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The names and addresses of the persons who will serve on the initial board of directors and their initial officer designations are:

<u>Names</u>	<u>Addresses</u>
Chris Forbes President	P.O. Box 40 Bryceville, Florida 32009
Terry Clayton Vice-President	P.O. Box 40 Bryceville, Florida 32009
Tim Delmontagne Secretary	P.O. Box 40 Bryceville, Florida 32009

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these articles of incorporation is:

Name

Address

Terrell C. Madigan
Attorney

McFarlain & Cassedy, P.A.
305 South Gadsden Street
Tallahassee, Florida
32301

ARTICLE VIII - MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be stated in the by-laws of the corporation, and shall be consistent with Florida Statutes Chapter 617 and 720 and the COMMUNITY DECLARATION OF RESTRICTIONS FOR HOMESITES AND COMMON AREAS AT TALLAHASSEE RANCH CLUB.

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, subject to the controlling authorities of Florida Statutes Chapter 617 and 720 and the COMMUNITY DECLARATION OF RESTRICTIONS FOR HOMESITES AND COMMON AREAS AT TALLAHASSEE RANCH CLUB

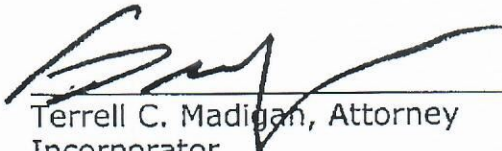
ARTICLE X - AMENDMENT

The Corporation, subject to the controlling authorities of Florida Statutes Chapter 617 and 720 and the COMMUNITY DECLARATION OF RESTRICTIONS FOR HOMESITES AND COMMON AREAS AT TALLAHASSEE RANCH CLUB, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law or are otherwise compelled by the controlling authorities of Florida Statutes Chapter 720 and the COMMUNITY DECLARATION OF RESTRICTIONS FOR HOMESITES AND COMMON AREAS AT TALLAHASSEE RANCH CLUB.

ARTICLE XI

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.



Terrell C. Madigan, Attorney
Incorporator

August 25, 2005
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated therein, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Terrell C. Madigan, Attorney
Registered Agent

August 25, 2005
Date