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TALLAHASSEE, FLORIDA

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**Attorneys at Law**

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FROM THE DESK OF  
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August 25, 2005

**VIA HAND DELIVERY**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**RE: Tallahassee Ranch Club Property Owners Association, Inc.**

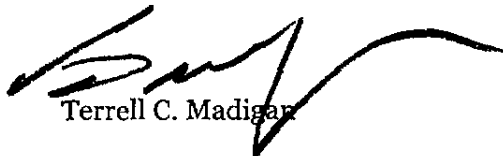
Dear Sir/Madam:

Enclosed please find the original and a copy of the "Articles of Incorporation of the Tallahassee Ranch Club Property Owners Association" A Florida Not-For Profit Corporation in Compliance with Chapter 617 F.S., (Not for Profit). Also enclosed is a check in the amount of \$125.00. Please file this document and contact my assistant, Kim Tiernan (222-2107) when a file-stamped copy is ready for pick-up.

Thank you.

Sincerely,

McFARLAIN & CASSEDY, P.A.

  
Terrell C. Madigan

TCM/kjt  
Enclosures

Terrell madigan GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Corp. SUFFIX  
DATE 9/1/05  
DOC. EXAM TH

wants COS + CC



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 29, 2005

TERRELL C MADIGAN  
MCFARLAIN & CASSEDY, P.A.  
P O BOX 2174  
TALLAHASSEE, FL 32316-2174

SUBJECT: TALLAHASSEE RANCH CLUB PROPERTY OWNERS  
ASSOCIATION  
Ref. Number: W05000040664

We have received your document for TALLAHASSEE RANCH CLUB PROPERTY OWNERS ASSOCIATION and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Is this filing a Non-Profit filing or LLC? Do you want any certificates if this if a Non-Profit.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 705A00054459

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ARTICLES OF INCORPORATION  
OF

2005 AUG 26 AM 9:11

**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

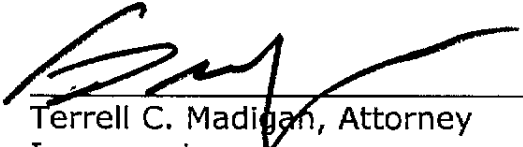
**ARTICLE X - AMENDMENT**

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