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(Requestor's Name)

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PICK-UP WAIT MAIL

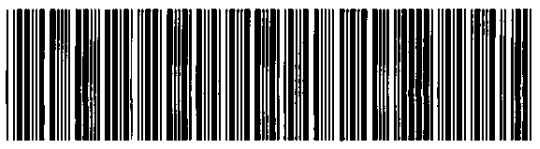
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/13/09--01032--003 **78.75

FILED
09 MAY 29 PM 12:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

W09-22814

B. McKnight JUN 01 2009

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: River Ranch Retreat Homeowners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John F. Manuel
Name (Printed or typed)

2004 N. Hwy 79
Address

Bonifay, FL 32425
City, State & Zip

850/547-9557
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 14, 2009

JOHN F MANUEL
2004 N HWY 79
BONIFAY, FL 32425

SUBJECT: RIVER RANCH RETREAT HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W09000022816

We have received your document for RIVER RANCH RETREAT HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected 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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 409A00016514

ARTICLES OF INCORPORATION

OF

RIVER RANCH RETREAT HOMEOWNERS ASSOCIATION, INC.
A Non-Profit Corporation

FILED
09 MAY 29 PM 12:35
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, a resident of the State of Florida, who is of legal age, does hereby certify:

ARTICLE I – NAME

The name of the corporation is RIVER RANCH RETREAT HOMEOWNERS ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II – ADDRESS

The initial mailing address of the Association shall be 2004 N. Hwy 79, Bonifay, Florida 32425. The principal office of the Association shall be located at the pavilion of the Private Park located at 3940 Okchia Circle, Vernon, Fl. 32462.

ARTICLE III – REGISTERED AGENT

John F. Manuel, whose address is 2004 Hwy 79, Bonifay, Florida 32425, is hereby appointed the initial registered agent of this Association.

ARTICLE IV – PURPOSE, POWERS, DUTIES AND RESPONSIBILITIES OF THE ASSOCIATION

This Association is a non-profit organization and does not contemplate pecuniary gain or profit to the members thereof and shall make no distributions of income to its members, directors or officers. The specific purposes for which this Association is formed are to provide for maintenance and preservation of the following Real Estate parcels; private park area, boat ramp and roadways (as granted to property owners by the original grantor, Mark M. Thurman, a recreational sub-division in Section 29, T-2-N, R-16-W of Washington County) and to promote the health, safety and welfare of the lot owners of River Ranch Retreat.

The Association shall have the following powers, duties and responsibilities:

(a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that is not in conflict with the Declaration, these Articles or the Bylaws of the Association.

(b) To establish and collect dues from its members. To pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association.

(c) To maintain and repair the property of the Association.

(d) To purchase insurance upon the property of the Association and insurance for the protection of the Association and its members.

(e) To reconstruct improvements after casualty and make further improvements upon the real estate assets of the Association.

(f) To enforce the Articles of Incorporation and Bylaws of the Association, and the regulations adopted pursuant thereto.

(g) To acquire the parcels, spoke of in Article IV, (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real property in connection with the affairs of the Association with consent of 75% of members.

(h) To borrow money, with the assent of seventy-five percent (75%) of members, and use the real estate assets of the Association as collateral.

(i) To have and hold an annual meeting on the date as set forth in the Associational Bylaws each and every year.

ARTICLE V – MEMBERSHIP

No person except an owner of land in River Ranch Retreat shall be a member of the Association. Only land owners who pay the Associational annual dues as set forth in the Bylaws shall be a member of the Association. All land owners in River Ranch Retreat are invited to become members. However, since this is a post-development originated Association, if a land owner does not wish to join the membership, no requirement upon said land owner is in effect and said land owner shall be allowed to use easements to said Associational grounds. A land owner is anyone owning one or more lots in River Ranch Retreat. A landowner is entitled to one membership. If more than one person holds deeded interest in a land parcel, the parcel has only one membership. Each membership will be transferred automatically with the conveyance of record of title when land parcel is sold.

ARTICLE VI – VOTING RIGHTS

All members shall be entitled to one (1) vote. If more than one (1) person holds record of title to a lot or multiple lots, there shall be only one vote cast with respect to that membership.

ARTICLE VII – BOARD OF DIRECTORS

The affairs of this Association shall be managed and governed by a Board of Directors consisting of at least four (5) Directors, who must be members of the Association. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in capacity of Directors until the selection of successors are:

NAME

1 Bob Parks 136 Escambia Avenue Panama City Beach, Fl. 32413

2 Ed Lammon 101 Oak Street Enterprise, Al. 36330

3 Donnie Worley 933 Lavada Road Graceville, FL. 32440

4 Marvin Miller 4498 Hwy. 79 Vernon, Fl. 32462

5 Wayne Powell PO Box 322 Bonifay, FL. 32425

ARTICLE VIII – OFFICERS

The affairs and business of the Association shall be administered by a President, Vice-President and a Secretary/Treasurer. The names and addresses of the Officers who shall serve until their successors are elected or appointed by the Board of Directors are as follows:

NAME OFFICE ADDRESS

John F. Manuel President 2004 N. Hwy 79

Bonifay, Florida 32425

Bob Sikes Vice-President P.O. Box 759

Vernon, Florida 32462

Deloria Conner Secretary/Treasurer 3932 Okchia Circle

Vernon, Florida 32462

ARTICLE IX – INDEMNIFICATION

Every Director and every Officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such persons in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director, or Officer of the Association, or by reason of him having served the Association at the time such expense or liabilities are incurred, except when the Director, Officer or member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, Officer or member serving the Association may be entitled.

ARTICLE X – BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded, at a duly called regular or special meeting of the members, by an affirmative vote of a majority of all members present, in person or proxy.

ARTICLE XI – DISSOLUTION

The Association may be dissolved upon written assent signed by members holding not less than seventy-five (75%) of the total number of votes of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purpose similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to such similar purposes.

ARTICLE XII – TERM

The term of the Association shall be perpetual.

ARTICLE XIII – AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall include in notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approvals delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such resolutions must be adopted by not less than seventy-five (75%) of the votes of the entire membership of the Association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIV – INCORPORATOR

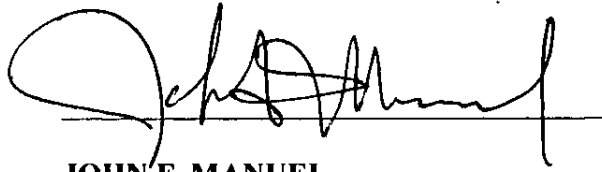
The name and address of the incorporator of these Articles of Incorporation is as follows:

John F. Manuel

2004 N. Hwy 79

Bonifay, Florida 32425

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, as the incorporator of this Association, have executed these Articles of Incorporation, this 11 day of May, 2009.

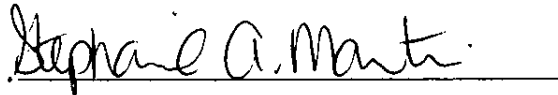


JOHN F. MANUEL

STATE OF FLORIDA

COUNTY OF WASHINGTON

Before me, the undersigned, personally, with identification, appeared John F. Manuel, who after being duly sworn, acknowledges that he executed the foregoing Articles of Incorporation for the purpose therein expressed this 11 day of May, 2009.



NOTARY PUBLIC

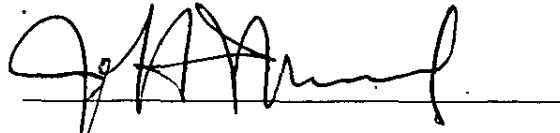
My Commission Expires:

My Commission Number:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of the Section 607.325, Florida Statutes.



JOHN F. MANUEL

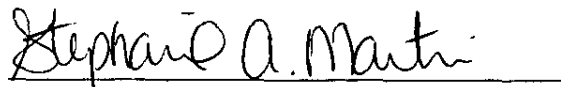
Registered Agent

STATE OF FLORIDA

COUNTY OF WASHINGTON

I HEREBY CERTIFY that the foregoing Acceptance of Registered Agent was acknowledged before me this 11 day of May, 2009, by John F. Manuel, who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of May, 2009.



NOTARY PUBLIC

My Commission Expires:

My Commission Number:



FILED
09 MAY 29 PM 12:35
CLERK OF STATE
TALLAHASSEE, FLORIDA