

NO 20000000 2200

LAW OFFICES OF  
BAKER AND MERCER

4431 LAFAYETTE STREET  
MARIANNA, FLORIDA 32446

FRANK A. BAKER, P.A.  
\*BOARD CERTIFIED CIVIL TRIAL  
\*BOARD CERTIFIED BUSINESS LITIGATION  
\*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR

TELEPHONE  
850-526-3633

DOUGLAS WADE MERCER, ESQ.

TELECOPIER  
850-526-2714

March 19, 2002

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

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-03/20/02--01040--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Grand Ridge Recreation Association, Inc.

Dear Sir/Madam:

Enclosed is my check in the amount of \$78.75, the original and one copy of the Articles of Incorporation of Grand Ridge Recreation Association, Inc. Please file the Articles and return a copy to me in the enclosed self-addressed stamped envelope.

Thank you. If you have any questions, please call.

Sincerely,

*Frank A. Baker/sb*

FRANK A. BAKER, ESQ.

FAB:sb/secstate.ltr

Enclosures (as stated above)

FILED  
02 MAR 20 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**GRAND RIDGE RECREATION ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following articles of Incorporation:

**ARTICLE 1**  
**NAME**

The name of the Corporation is Grand Ridge Recreation Association, Inc.

**ARTICLE 2**  
**NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

**ARTICLE 3**  
**DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE 4**  
**PURPOSES**

The Corporation is organized, and shall be operated exclusively, for the following purposes:

A. To 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, 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,

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**TALLAHASSEE, FLORIDA**

donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

C. Specifically (but without limitation of the foregoing or of any other powers or purposes under applicable Florida law), to provide for youth recreation in Grand Ridge and east Jackson County, Florida.

## **ARTICLE 5 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 (to officers and/or Directors, or to other persons) and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

## **ARTICLE 6 MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the initial Voting Members and shall have all the rights and privileges of members of Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows: Larry G Childs, Post Office Box 574, Grand Ridge, FL, 32442; Carlton E. Edwards, Jr., Post Office Box 97, Grand Ridge, FL 32442; Tammie A Gilley, 2748 Waterberry Lane, Grand Ridge, FL, 32442; and Stephanie Gleason, 6884 Brushey Pond Road, Grand Ridge, FL 32442.

## **ARTICLE 7 INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 108 Middle Run Road, Sneads, FL, 32460, and the name of its initial Registered Agent at that address is Larry G. Childs. The initial mailing address of the Corporation is P.O. Box 497, Grand Ridge, Florida, 32442. By his signature to these Articles, the said agent consents to the appointment as such, and by his signature hereto acknowledges that he is familiar with and accepts the obligations of that position. The Board of

Directors may move the registered office or appoint a successor resident agent for the Corporation as it deems fit, from time to time.

## **ARTICLE 8 INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The numbers of Directors constituting the initial Board of Directors is four. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Directors annually. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows: Larry G Childs, Post Office Box 574, Grand Ridge, FL, 32442; Carlton E. Edwards, Jr., Post Office Box 97, Grand Ridge, FL 32442; Tammie A Gilley, 2748 Waterberry Lane, Grand Ridge, FL, 32442; and Stephanie Gleason, 6884 Brushey Pond Road, Grand Ridge, FL 32442.

## **ARTICLES 9 OFFICERS**

The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer, and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows: **as President**, Larry G Childs, Post Office Box 574, Grand Ridge, FL, 32442; **as Vice-President**, Carlton E. Edwards, Jr., Post Office Box 97, Grand Ridge, FL 32442; **as Secretary**, Tammie A Gilley, 2748 Waterberry Lane, Grand Ridge, FL, 32442; and **as Treasurer**, Stephanie Gleason, 6884 Brushey Pond Road, Grand Ridge, FL 32442.

## **ARTICLE 10 INCORPORATORS**

The name and address of each Incorporator is as follows: Larry G Childs, Post Office Box 574, Grand Ridge, FL, 32442.

## **ARTICLE 11 AMENDMENT**

The Corporation 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.

## **ARTICLE 12 TURNOVER OF ASSETS UPON DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which are themselves exempt under Section 501(c)(3) and/or Section 170(c)(2) of the Internal Revenue Code (or corresponding sections of past or future law) or to the federal, state or local government for exclusively public purposes.

## **ARTICLE 13 INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

## **ARTICLE 14 BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

## **ARTICLE 15 COMMENCEMENT OF CORPORATE EXISTENCE**

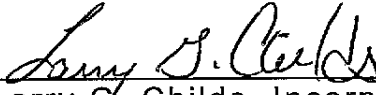
In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

## **ARTICLE 16 NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not

issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation  
on this ~~January 28~~, 2002.  
*February*

  
Larry G. Childs, Incorporator and  
Resident Agent

State of Florida  
County of Jackson:

THE FOREGOING INSTRUMENT was acknowledged before me this ~~January~~ *February*  
~~28~~, 2002, by Larry G. Childs, as Incorporator and Resident Agent, who is personally  
known to me ~~or who produced~~ \_\_\_\_\_ as identification  
and who did take an oath.

  
Notary Public--  
My Commission Expires:

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Stephanie P. Gleason  
MY COMMISSION # CC775240 EXPIRES  
September 14, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
02 MAR 20 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA