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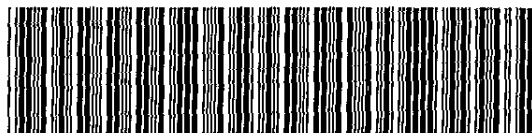
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JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
CASSELS & McCALL

P. O. BOX 968 • 400 NW 2nd STREET • OKEECHOBEE, FL 34973 • TELEPHONE 863-763-3131 • FAX 863-763-1031 • E-MAIL mail@legal-one.com

September 19, 2003

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: R-BAR ESTATES HOMEOWNERS ASSOCIATION, INC.

Our File No: 02-102

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Incorporation for the above referenced not for profit corporation along with a copy of same. Also enclosed is our firms's check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating	\$35.00
Registered Agent	

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


John D. Cassels, Jr.

JDC/sw

Enclosures: As stated.

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TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
R-BAR ESTATES HOMEOWNERS ASSOCIATION, INC.
(A Non-profit Florida Corporation)

2003 SEP 22 PM 3: 24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be **R-BAR ESTATES HOMEOWNERS ASSOCIATION, INC.**, herein referred to as the "Association", or the "Corporation".

ARTICLE II. PURPOSE

A. The purpose for which the Association is organized is to provide an entity to hold, maintain, and operate certain easements and lands located in Okeechobee County, Florida, which lands are to be used in common by all of the members of the Association. The Association shall be responsible for the management of the lands owned or controlled by the Association in keeping with the terms and conditions as set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements of R-Bar Estates Unit No. 5 (hereinafter the "Declarations"), and the enforcement of such Declarations.

B. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III. POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties set forth in the Declarations and these Articles, and all of the powers and duties reasonably necessary to operate the lands pursuant to the Declarations as they may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against property owners to defray the costs, expenses and losses of the lands.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the lands.
4. To purchase insurance upon the lands and insurance for the protection of the Association and its members as property owners.
5. To reconstruct the improvements after casualty and to further improve the lands.

6. To make and amend reasonable regulations regarding the use of the lands.
7. To approve or disapprove the transfer, mortgage and ownership of the lands as may be provided in the Declaration and By-Laws of the Association.
8. To enforce by legal means the provisions of the Declarations, these Articles, the By-Laws of the Association and the Rules and Regulations of property owners.
9. To contract for the management of the Association property and to delegate to such contractors all powers and duties of the Association except such as are specifically required to have the approval of the Board of Directors or the membership of the Association.
10. To employ personnel to perform the services required for proper operation of the Association lands.

C. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declarations, these Articles and the By-Laws.

D. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations, these Articles and the By-Laws.

ARTICLE IV. MEMBERS

A. The membership of the Association shall be comprised of all owners of parcels in the R-Bar Estates Subdivision as described by the Declarations.

B. After receiving the approval of the Association, change of membership in the Association shall be established by recording in the Public Record of Okeechobee County, Florida, a deed or other instrument establishing a record title to eligible property and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his property.

D. As a member of the Association, each property owner shall be entitled one vote. The manner of exercising voting rights shall be determined by the By-Laws of the Association. Should a lot be owned by more than one person, they shall be permitted to collectively cast only one vote.

ARTICLE V. DIRECTORS AND OFFICERS

A. The affairs and property of this Corporation shall be managed and governed by a Board of Directors. The initial Board of Directors shall have three (3) members, and the number of directors on

subsequent Board will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

B. Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association, in the manner set out by the By-Laws. Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the elected directors may appoint an additional director to serve the balance of the term.

C. The names and addresses of the members at the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follow:

George A. Goodbread	12575 Highway 70 East Okeechobee, FL 34972
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James Larry Jordan	108 Five Points Road Lyons, GA 30436
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Mr. Mark Goodbread	1820 SE 6 th Lane Okeechobee, FL 34974
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D. G-J Georgia Properties, Inc. (hereinafter referred to as the "Declarant"), shall have the right to appoint all members of the Board of Directors and approve all officers until ninety (90%) of the Lots owned by Declarant have been sold to third party users of the Lots and closed ("Declarant Control Period"), or until such earlier time as is determined by Declarant in its sole and absolute discretion ("Turnover Date"). During the Declarant Control Period, Declarant shall have the right to approve all new construction. During the Declarant Control Period, no action of the membership of the Association shall be effective unless and until approved by Declarant. During the Declarant Control Period, the Declarant shall have a continuing right to "veto" and prohibit any policy or administrative decision of the Association which will adversely impact sales, marketing, development, construction or the condition or appearance of R-Bar Estates. Following the Turnover Date, all of the directors shall be elected by the members in the manner provided in the By-Laws.

E. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are elected by the Board of Directors, or until earlier removed or replaced, are as follows:

President: George A. Goodbread
Vice President: James Larry Jordan
Treasurer/Secretary: Robert Enrico

ARTICLE VI. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him 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, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves 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 director or officer may be entitled under Florida law.

ARTICLE VII. BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors or the members of the Association in the manner provided by the By-Laws.

ARTICLE VIII. AMENDMENTS

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

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be either by 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, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided such approvals must be by not less than 66% of the entire membership of the Board of Directors and by not less than 66% of the votes of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members.

D. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Articles, which certificate shall be executed by the officers of the Association with the formalities of a deed. The amendment shall be filed with the Secretary of State's Office.

ARTICLE IX. TERM

The term of the Association shall be perpetual.

ARTICLE X. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent of this Association shall be **George A. Goodbread**, 12575 Highway 70 East, Okeechobee, FL 34972. The Board of Directors may from time to time move the registered office to any other address. The principal address is the same as the registered office.

ARTICLE XI. INCORPORATOR

The names and address of the Incorporator to these Articles of Incorporation is as follows:

GEORGE A. GOODBREAD 12575 Highway 70 East
Okeechobee, Florida 34972


IN WITNESS WHEREOF, the incorporator has affixed his signature this 18th day of ~~June~~ ^{Sept.},
2002: 2003.


GEORGE A. GOODBREAD, Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

BEFORE ME, the undersigned authority authorized to administer oaths and take acknowledgments, personally appeared, GEORGE A. GOODBREAD (☒) who is personally known to me or (☐) who has produced _____ as identification. He has executed the foregoing ARTICLES OF INCORPORATION OF R-BAR ESTATES HOMEOWNERS ASSOCIATION, INC., and who after being duly cautioned and sworn according to law acknowledged that he executed the same for the purposes expressed therein.

SWORN TO AND SUBSCRIBED before me this 18th day of September, 2003.

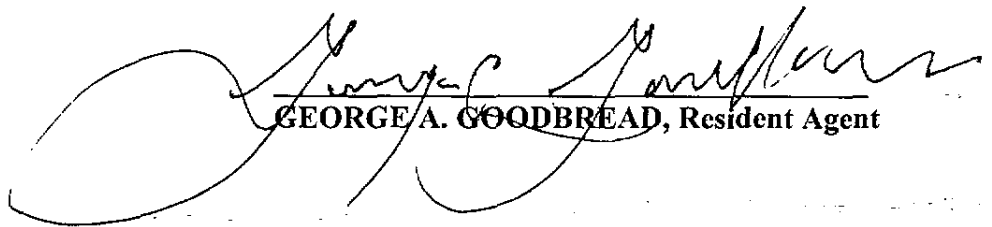

NOTARY PUBLIC
My Commission expires:



Jill R. Pitts
MY COMMISSION # DD099863 EXPIRES
April 12, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

I, GEORGE A. GOODBREAD, having been named as resident agent and to accept service of process for R-BAR ESTATES HOMEOWNERS ASSOCIATION, INC., at 12575 Highway 70 East, Okeechobee, Florida 34972, hereby accepts the appointment as resident 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 resident agent.


GEORGE A. GOODBREAD, Resident Agent

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