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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1 Shivers AUG 24 2006

COVER LETTER

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

SUBJECT: Dry Brand Owners 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: Dana Edmisten Hill, Esquire
Name (Printed or typed)

P.O. Drawer G
Address

Live Oak, FL 32064
City, State & Zip

386-362-1900
Daytime Telephone number

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TALLAHASSEE, FLORIDA

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

**DANA EDMISTEN HILL
ATTORNEY AT LAW
230 Court Street SE**

**Post Office Drawer G
Live Oak, Florida 32064**

**Telephone (386) 362-1900
Telecopier (386) 362-1902**

August 16, 2006

Amendment Section
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314

RE: Dry Branch Owners Association, Inc.

Dear Secretary:

Enclosed please find my check no. 9402 in the amount of \$35.00 to dissolve the above captioned for-profit corporation and my check no. 9403 in the amount of \$78.75 to file the above captioned non-profit corporation, together with the following documents:

1. Cover Letter for Dissolution;
2. Articles of Dissolution;
3. Affidavit;
4. Cover Letter for Incorporation; and,
5. Articles of Incorporation for non-profit corporation.

Please file these documents as soon as possible and forward a certified copy of the Articles of Incorporation for Dry Owners Association, Inc., a Florida non-profit corporation.

If you have any questions, please do not hesitate to contact me. Thank you for your courtesies and consideration.

Sincerely,



Dana Edmisten Hill

DEH:mtf

Enclosure

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TALLAHASSEE, FLORIDA

AFFIDAVIT

**STATE OF FLORIDA
COUNTY OF SUWANNEE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned officer, personally appeared RANDY K. NOBLES, President of Dry Branch Owners Association, Inc., who, after being duly sworn, depose and say:

1. Dry Branch Owners Association, Inc. was inadvertently filed as a Florida for-profit corporation rather than a not-for profit corporation.

2. Articles of Dissolution for Dry Branch Owners Association, Inc., a Florida for-profit corporation accompany this affidavit.

3. Dry Branch Owners Association, Inc., a Florida for-profit corporation has no intention of revoking the dissolution.

4. Dry Branch Owners Association, Inc., a Florida for-profit corporation hereby releases the name Dry Branch Owners Association, Inc. to Dry Branch Owners Association, Inc., a Florida no-profit corporation.


RANDY K. NOBLES, President

**STATE OF FLORIDA
COUNTY OF SUWANNEE**

BEFORE ME, the undersigned authority, personally appeared Randy K. Nobles, President of Dry Branch Owners Association, Inc., a Florida for-profit corporation, who is personally known to me, and who acknowledged that he executed the foregoing affidavit, for the purposes expressed therein.

WITNESS MY HAND AND OFFICIAL SEAL on this 15th day of August, 2006, in the State and County last aforesaid.



Robin D Tidwell
My Commission DD345116
Expires November 24, 2008



Notary Public, State of Florida
COMMISSION EXPIRY/NUMBER:

**ARTICLES OF INCORPORATION
OF
DRY BRANCH OWNERS ASSOCIATION INC.
(a non-profit corporation)**

The undersigned, desiring to form a corporation not for profit under the laws of the State of Florida, hereby adopts the following articles of incorporation:

ARTICLE I- NAME

The name of the corporation is DRY BRANCH OWNERS ASSOCIATION, INC.

ARTICLE II-PURPOSE

The period of the duration of the corporation is perpetual, unless dissolved according to law.

ARTICLE III-PURPOSE

The association is organized for the purpose of acquisition and management, maintenance, operation and care of real personal property, including but without limitation, all roads, parks, common areas, lakes, ditches, canals, retention or detention areas, drainage, other surface water management works and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the association or the owners in common.

- A. To fix and make assessments and collect the assessment by and lawful means, including foreclosure of any lien filed for such assessment.
- B. To borrow money.
- C. To use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this association is formed and to pay debts and obligations of the association.

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TALLAHASSEE, FLORIDA

- D. Review plans and specifications of proposed improvements to determine whether they comply with the Declaration of Restrictions and Protective Covenants of Dry Branch.
- E. To maintain, repair, replace, operate, and care for real and personal property, including but without limitation, all roads, parks, common areas, lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned or controlled by the association or the owners in common in a manner consistent with the permit issued by the Suwannee River Management District and the operation and maintenance plan attached thereto.
- F. Purchase and maintain insurance.
- G. To make, amend, impose, and enforce by any lawful means, reasonable rules and regulations of use of the common areas and association property.
- H. To contract for services with others.
- I. To do and perform anything required by these articles, the bylaws, or the declaration to be done by the owner, but if not done by the owner in a timely manner, at the expense of the owner.
- J. To do and perform any obligations imposed upon the association by the declaration or by any permit or authorization from any unit of local, regional, state, or the federal government and to enforce by any legal means the provisions of these articles, the bylaws and the declaration.

- K. To maintain, repair and replace and care for the Entrance Sign for the Subdivision; any street lighting, gate, or any other common areas.

The foregoing specific duties and responsibilities are not construed in any way as limiting the powers of the association. Rather, the association will have and exercise all the powers conferred upon associations so formed.

ARTICLE IV-POWERS

In carrying out its purposes, the corporation shall have all corporate powers now or hereafter provided by the laws of the State of Florida, including, but not limited to:

- A. The purchase, ownership, maintenance, control, sale, lease, mortgaging, encumbering or otherwise dealing in any manner with real and personal property of every type, kind and nature.
- B. The employment, direction and discharge of personnel necessary to carry out the purposes herein stated.
- C. To do any and all things necessary, incidental, or desirable to accomplish and all of the purposes and objectives for which the corporation is organized, either alone or in association with other corporations, firms or individuals and to carry on any lawful activity necessary or incidental to the accomplishment of the purposes and objectives of the corporation.
- D. To make and collect assessments against property owners in the Development and use the proceeds thereof in the exercise of its powers and duties, including, but not limited to the defraying of costs and expense of carrying out its purposes.

- E. To maintain, repair, replace and operate property owned by it, purchase insurance thereon, and to make and adopt reasonable regulations respecting the use and appearance of the Road System and other property owned or controlled by the corporation, and to enforce by all legal means the provisions of these articles of incorporation and any bylaws or regulations adopted pursuant hereto.

The foregoing enumeration of powers shall in no way be construed to limit or restrict in any manner the powers of the corporation as may be otherwise provided or granted by law.

ARTICLE V-MEMBERSHIP

Every person or entity who is, from time to time, the record owner of *Lots 3-10* in Dry Branch, a subdivision in *Suwannee* County, Florida, shall be a member of the association. Membership will be appurtenant to, and may not be separated from the ownership.

ARTICLE VI-PRINCIPLE OFFICE, REGISTERED

OFFICE AND AGENT

The initial principal office and registered office of the corporation is 14952 U.S. 90 Live Oak, FL 32060. The name of its initial Registered Agent at such address is Walter J. Lawson.

ARTICLE VII-BOARD OF DIRECTORS

The corporation shall have a Board of Directors, which shall consist of not less than three (3) no more than nine (9) persons, who shall be elected as provided in the Corporation Bylaws. The number of persons constituting the initial Board of Directors of the corporation shall consist of three (3) and the names and addresses of the persons who shall serve as initial members are:

<u>NAMES</u>	<u>ADDRESSES</u>
Randy K. Nobles	14952 U.S. 90 Live Oak, FL 32060
Ronny W. Nobles	14952 U.S. 90 Live Oak, FL 32060
Walter J. Lawson	14952 U.S. 90 Live Oak, FL 32060

ARTICLE VIII-ORGANIZATION FORM

The corporation is organized upon a non-stock basis.

ARTICLE IX-OFFICERS

The officers of the corporation shall be a president, a secretary, and a treasurer, and such other officers as the members may determine. One person may hold two or more offices.

ARTICLE X-INITIAL CONTROL BY DEVELOPER

Notwithstanding the other provisions contained in these articles to the contrary, Randy K. Nobles, or his successors in interest ("Developer"), shall have control of the activities of the association until the Developer relinquishes that right or ceases to be the owner of 20% of the parcels within the Development. The Developer, prior to relinquishing control of the association or otherwise allowing control to transfer to the directors of the association, shall provide at least 30 days written notice to the Suwannee River Water Management District that all terms and conditions placed upon the Developer by permits or authorizations from the Suwannee River Water Management District have been satisfied in full and that transfer is proposed to occur on a specified date.

ARTICLE XI-ASSESSMENTS

Assessments to each Member for such Member's proportionate share of the Common Expenses shall be computed, assessed and due as provided in the Declaration. Annual assessments not paid by the due date, as established by the Declaration, shall bear interest from the due date until paid at the rate of eighteen percent (18%) per annum or such lower rate as the Board of Directors shall determine, shall be subject to a late charge as may be set and uniformly applied by the Board of Directors and shall entitle the Association to reimbursement of attorneys' fees incurred by the association incident to the collections of any such delinquent assessment. The association shall have a lien on each lot and unit for any unpaid assessment, including special assessments, together with interest thereon, and for reasonable attorney's fees.

ARTICLE XII-SUBSCRIBERS

The subscribers of the corporation are:

NAME

ADDRESSES

Walter J. Lawson

14952 US 90 Live Oak, FL 32060

ARTICLE XIII-BYLAWS AND AMENDMENT OF ARTICLES

The bylaws will be adopted and may be amended by the Directors or members, consistent with these articles and the declaration by majority vote or written assent of members entitled to exercise voting power. Amendments to articles or bylaws which directly or indirectly impact operation and maintenance of the surface water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the association or the owners in common, may be made after approval by the Suwannee River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the Suwannee River Water Management District under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification. Amendments to the articles or the bylaws which do not impact operation or maintenance of the system may be made without authorization of the Suwannee River Water Management District; however, copies of any such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE XIV-DISSOLUTION OF ASSOCIATION

No part of the income of the corporation shall be distributable to its members, directors or officers either during the existence of the corporation or upon its dissolution.

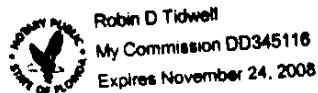
Prior to dissolution of this association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surface water management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surface water management works, and preservation or conservation areas, wetlands, and wetland mitigation areas which are owned by the association or the owners in common, will be dedicated to and accepted for maintenance by an approved entity. Dedication or approval must be authorized by the Suwannee River Water Management District through modification of any and all permits or authorizations issued by the Suwannee River Water Management District. Such modification shall be made under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such modification.

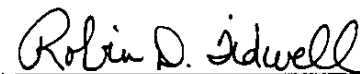
IN WITNESS WHEREOF, the undersigned incorporator has caused these
Articles of Incorporation to be executed, in duplicate, by its duly authorized undersigned
officer, this 10th day of August, 2006

STATE OF FLORIDA
COUNTY OF SUWANNEE


Walter J. Lawson

The foregoing Articles of Incorporation were acknowledged before me by Walter
J. Lawson, the incorporator named in the foregoing Articles of Incorporation, this 10th day
of August 2006





Notary Public

My Commission Expires:

ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept service of process for Dry Branch Owners
Association, Inc., at 14952 US 90 Live Oak, FL 32060, I hereby accept to act in this
capacity and agree to comply with the provisions of Florida Statute relative to keeping
open said office.


Walter J. Lawson

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