

**N080000006344**

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**THE RANCH ESTATES AT EMERALD HILLS PROPERTY OWNERS**

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December 18, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE RANCH ESTATES AT EMERALD HILLS PROPERTY OWNERS ASSO  
13193 POLVERA AVENUE  
SAN DIEGO, CA 92128

SUBJECT: THE RANCH ESTATES AT EMERALD HILLS PROPERTY OWNERS ASSOCIATION,  
INC.  
REF: N08000006344

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Annette Ramsey  
Regulatory Specialist II

FAX Aud. #: H08000275572  
Letter Number: 608A00060895

Annette - Please see attached "Certificate Regarding Adoption of Restated Articles of Incorporation" behind the Restated Articles for filing.

Gina Wilde

P.O BOX 6327 - Tallahassee, Florida 32314

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**RESTATED ARTICLES OF INCORPORATION  
FOR  
THE RANCH ESTATES AT EMERALD HILLS  
PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned, being all of Directors of The Ranch Estates at Emerald Hills Property Owners Association, Inc., a Florida not-for-profit corporation, pursuant to the provisions of Florida Statutes Section 617.1002, and pursuant to a meeting of the Board of Directors duly held pursuant to law, hereby restate the Articles of Incorporation of the Association as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of the not-for-profit corporation is The Ranch Estates At Emerald Hills Property Owners Association, Inc., hereinafter called the "Association."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Association is 13193 Polvera Avenue, San Diego, California 92128, but it shall have the power and authority to establish an office at any other place as the Board of Directors may designate.

**ARTICLE III  
PURPOSE**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to:

(a) provide for maintenance, preservation and architectural control of the property known as "Ranch Estates At Emerald Hills", Plat Book 19, Pages 1 to 3, Public Records of Citrus County, Florida (the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association;

(b) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, (the "Declaration"), applicable to the Property to be recorded in the Public records of Citrus County, Florida, as the same may be amended from time to time as therein provided;

(c) fix, levy, collect and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Declaration; to pay all expenses incurred in connection with its duties and obligations hereunder and under the Declaration, and all other expenses incident to the conduct of the business of the Association;

(d) acquire (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 or personal property in connection with the affairs of the Association;

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(e) borrow money, and with the assent of two-thirds (2/3) of the Members entitled to vote, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by with the assent of two-thirds (2/3) of the Members entitled to vote. No such dedication or transfer shall be effective unless a certificate executed by the President is attached to such instrument certifying that at a meeting duly held for such purpose two-thirds (2/3) of the Members entitled to vote approved such dedication, sale or transfer;

(g) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the Members entitled to vote;

(h) operate and maintain the Surface Water Management System facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and contract for services to provide for operation and maintenance of the Surface Water Management System facilities if the Association elects to employ a maintenance company;

(i) establish rules and regulations;

(j) assess Members and enforce Assessments;

(k) sue and be sued;

(l) have and to exercise any and all powers, rights and privileges which a corporation organized under the Chapter 617 and 720, Florida Statutes by law may now or hereafter have or exercise;

(m) notwithstanding anything herein to the contrary, the Association shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time;

(n) the Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Association or to any other private individual. The Association shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office;

(o) the Association shall have no capital stock.

**ARTICLE IV  
MANNER OF ELECTION OF DIRECTORS**

At each annual meeting the Members shall elect three (3) directors for a term of one (1) year. The directors need not be Members of the Association. The number of directors may be increased to five (5) by vote of the Board.

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**ARTICLE V  
MEMBERSHIP**

The Association shall have two classes of voting membership, Class A and Class B:

The Class A members shall be all Owners (as defined in the Declaration) with the exception of the Developer and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be Members, but the vote for such Lot shall be exercised as they determine among themselves, but in no event shall more than one (1) vote be cast with respect to any Lot.

The Class B Member shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever earlier occurs (which event shall be referred to in the Declaration as the "Turnover Date"):

1. Three months after ninety percent (90%) of the Lots have been conveyed to Owners other than Developer; or
2. When the Developer waives in writing its right to be the Class B Member.

Each Owner shall automatically be a Member of the Association. Where a Lot is owned by more than one (1) Member, at any meeting in which the Members are entitled to vote the Members owning such Lot shall designate a voting Member among themselves as a condition to such Member being entitled to vote. An Owner of more than one (1) Lot shall be entitled to one (1) vote for each Lot owned. For the purpose of these Articles, an "Owner" shall be the fee simple title holder of a Lot.

Notwithstanding anything set forth herein to the contrary until the turnover of control of the Association to Owners other than the Developer as provided above, the Developer shall always have control of the Board of Directors and shall be entitled to elect least two (2) or three (3) members (as the case may be) to that Board.

**ARTICLE VI  
INCOPORATOR**

The name and address of the initial Incorporator was:

Name  
 ATOC Limited Partnership  
 a California Limited Partnership

Address  
 13193 Polvera Avenue  
 San Diego, CA 92128

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**ARTICLE VII  
INITIAL DIRECTORS/OFFICERS**

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. In the event of a vacancy in any Director position, the vacancy shall be filled by a majority vote of the remaining Directors. The numbers of Directors may be increased to five (5) by vote of the Board. The names and addresses of the initial Directors who shall act as Directors until their successors are elected are:

<u>Name</u>	<u>Address</u>
Daniel Cota	13193 Polvera Avenue, San Diego, CA 92128
Donald Helmer	1553 Wyatt Place, El Cajon, CA
Sheryl Cota	13193 Polvera Avenue, San Diego, CA 92128

The day to day affairs of the Association shall be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws may provide from time to time. Officers shall be elected annually by the Board at the first meeting of the Board following the annual meeting of the Members and shall hold office until the next succeeding annual election of officers or until their successors are elected. In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board.

**ARTICLE VIII  
DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the Members entitled to vote at a meeting called for that purpose. 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 purposes 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 other organization to be devoted to such similar purposes.

**ARTICLE IX  
DURATION**

The Association shall exist perpetually.

**ARTICLE X  
AMENDMENTS**

Prior to turnover, these Articles may be amended by the Board of Directors without approval of the Members. After turnover, amendment of these Articles shall require the assent of seventy-five percent (75%) of the Members entitled to vote at a meeting called for that purpose. Provided, however, that no Amendment shall make any changes in the qualification for membership nor the voting rights of the Members, nor any changes in Article V, without approval in writing by all Members entitled to vote and the joinder of all record owners of mortgages in Ranch Estates At Emerald Hills and, until turnover, with the written approval of the Developer.

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**ARTICLE XI  
INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including reasonable attorney's fees and costs, reasonably incurred by or imposed upon him in connection with any proceedings or the 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, malfeasance, or nonfeasance, or found to have breached his fiduciary duty, in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

**ARTICLE XII  
HIERARCHY**

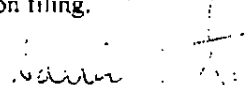
In the event of a conflict with any or all of the Declaration of Covenants, Articles of Incorporation, and By-Laws, the following priority shall be given:

1. Declaration of Covenants
2. Articles of Incorporation
3. By-Laws


**ARTICLE XIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The Association hereby appoints Preston O. Cockey, Jr. P.A., 110 E. Madison Street, suite 204, Tampa, Florida, 33602 as its registered agent to accept service of process within the state.

WHEREFORE, the undersigned constituting the Directors of the Association, have executed these Restated Articles of Incorporation for The Ranch Estates at Emerald Hills Property Owners Association, Inc., for the purposes stated herein as of this 16th day of December, 2008, to be effective upon filing.

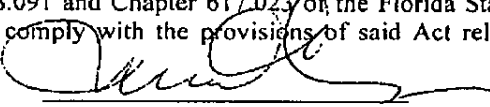
  
 \_\_\_\_\_  
 Daniel Cota,  
 13193 Polvera Avenue,  
 San Diego, CA 92128

  
 \_\_\_\_\_  
 Donald Helmer  
 1553 Wyatt Place  
 El Cajon, CA 92120

  
 \_\_\_\_\_  
 Sheryl Cota  
 13193 Polvera Avenue  
 San Diego, CA 92128

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process of the above stated Association at the place designated in this certificate, pursuant to Chapter 48.091 and Chapter 617.023 of the Florida Statutes, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
 \_\_\_\_\_  
 Preston O. Cockey, Jr.

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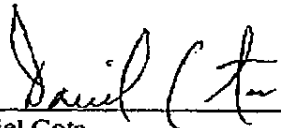
**CERTIFICATE REGARDING ADOPTION OF RESTATED  
ARTICLES OF INCORPORATION**

The undersigned, Daniel Cota, a Director of the Ranch Estates at Emerald Hills Property Owners Association, Inc. hereby certifies that:

1. The Restated Articles of Incorporation of the Association were duly adopted by the Board of Directors of the Association at a meeting held in accordance with law, and further evidenced by the execution of the Restated Articles by all of the Directors.

2. The Restated Articles of Incorporation do not contain any amendments requiring Member approval.

Wherefore this Certificate has been executed effective the 17<sup>th</sup> day of December, 2008.

  
\_\_\_\_\_  
Daniel Cota