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Thomas Rhoden
Requestor's Name
515 South 6th Street
Address
Maccleddy FL 32003
City/State/Zip
904-259-6431
Phone #

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DIVISION OF REGISTRATION

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Ridge Estates Property Owners Assoc
(Corporation Name) (Document #)
2. _____
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3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Susan GAVE
AUTHORIZATION BY PHONE TO
CORRECT Reg Office
DATE 2/28/96
DOC EXAM D. Calabrese

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2/28/96

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ARTICLES OF INCORPORATION
OF
RIDGE ESTATES PROPERTY OWNERS ASSOCIATION, INC.

THE UNDERSIGNED, for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, certifies that:

ARTICLE I

Name

The name of this corporation is Ridge Estates Property Owners Association, Inc. The Corporation is sometimes referred to herein as the "Association."

ARTICLE II

Definitions

All terms defined in the Declaration of Covenants and Restrictions for Ridge Estates recorded in Official Records Book 420, page 223, of public records of Baker County, Florida (the "Covenants"), shall have the same meanings when used herein.

ARTICLE III

Principal Office and Agent

The principal place of business and initial registered office of the Association is 515 South 6th Street, Macclenny, Florida. The registered agent of the Association is Thomas R. Rhoden. Principal and Registered office locations are the same.

ARTICLE IV

Objects, Purposes and Powers

Section 4.1 This Association is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 4.2 The objects and purposes for which this Association is organized are as follows:

4.2.1. To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members including without limitation those services and functions described in the Declaration.

4.2.2. To provide for the enforcement of the Covenants.

4.2.3. To engage in such other activities as may be to the mutual benefit of the members and the owners of portions of Ridge Estates.

4.2.4. To own, operate and manage properties conveyed to it in accordance with the Covenants.

4.2.5. To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3. In furtherance of the aforesaid objects, purposes and powers, the Association shall have all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1 To make, levy and collect Assessments from its members and to expend the proceeds of such Assessments for the benefit of its members.

4.3.2. To bring and defend suits on behalf of the Association.

4.3.3. To make and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.

4.3.4. To maintain, repair, replace, operate, and insure those portions of the property that the Association has the duty or right to maintain, repair, replace, operate and insure under these Articles and the Bylaws of the Corporation.

4.3.5. To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation.

4.3.6. To employ personnel to perform the services authorized by these Articles and by the Bylaws of the Association.

4.3.7. To purchase insurance upon its property for the protection of the Association and its members.

4.3.8 To reconstruct improvements constructed on its property after casualty or other loss.

4.3.9. To make additional improvements to its property.

ARTICLE V Members

Section 5.1 The members of this Association shall consist of all owners of record title to Lots in the Subdivision. The first Board of Directors named in these Articles of Incorporation and other Directors selected by the Class B member, regardless of

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such ownership of real property in the Subdivision, shall also be members of the Corporation until termination of the Class B membership as provided in Section 5.2 hereof.

Section 5.2 Membership in this Association cannot be transferred in any manner except as may be provided in the By-Laws.

Section 5.3. The Association shall have two (2) classes of memberships: Class A and Class B.

Class A members shall be all persons owning one (1) or more Lots.

Class B member shall be the Developer.

The Class B member shall terminate at such at as (a) the then Class B member so designates in writing delivered to the Corporation, or (b) four (4) months after 85% of the Lots are owned by persons other than the Developer, whichever shall first occur.

Each lot shall be entitled to one (1) vote. When more than (1) person holds an ownership interest in any Lot, the vote for such Lot shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than (1) vote be cast with respect to each Lot. In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Lot, such vote shall not be recognized and the Lot shall not be counted for any purpose until such dispute is resolved.

Until the time at which the Class B membership terminates, as provided herein, the Class B member shall be vested with the sole voting rights in the Association on all matters, except such matters as to which the Declaration, these Articles of Incorporation, or the By-Laws of the Association specifically require a vote of the Class A members.

ARTICLE VI

Term

This corporation shall exist perpetually.

ARTICLE VII

Board of Directors

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) Directors nor more than nine (9) Directors. The first Board of Directors shall consist of one (1) member. The Board of Directors shall be elected by the members of the Corporation entitled to vote. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Thomas R. Rhoden
515 S. 6th Street
Macclonny, Florida 32063

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R.H. Davis
515 S. 6th Street
Macclonny, Florida 32063

Gene Harvey
515 S. 6th Street
Macclonny, Florida 32063

The Directors of the Association shall be elected at the time and in the manner for in the By-Laws.

ARTICLE VIII Officers

The officers of the Association shall consist of a President, one (1) or more Vice Presidents, a Secretary, and a Treasurer. The officers in the Association shall be elected by The Board of Directors of the Association in accordance with the provisions of the By-Laws of the Association. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

- | | | |
|-----|------------------|-------------------------|
| (1) | Thomas R. Rhoden | President |
| (2) | R.H. Davis | Vice President |
| (3) | Gene Harvey | Secretary and Treasurer |

ARTICLE IX Indemnification

Section 9.1. Third Party Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, or appeal therefrom, whether civil, criminal, administrative, investigative or otherwise (other than any action or in the right of the Association) by reason of the fact that he or his testator or intestate is or was a director, officer, or employee of the Association is or was serving as a director, trustee, officer or employee or another Association of a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful.

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Section 9.2. Derivative Actions. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association, or appeal therefrom to procure a judgment in its favor by reason of the fact that he or his testator or intestate is or was a director, officer or employee of the Association, or at the express or implied request of the Association is or was serving as a director, trustee, officer or employee of another association or a partnership, joint venture, trust or other enterprise (including without limitation any affiliated association, partnership, joint venture, trust or other enterprise), against expenses (including attorney's fees and amounts paid in settlement) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association; provided, however, that no person shall be entitled to indemnification under this section 9.2 in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his duty to the Association.

Section 9.3. Successful Defense. To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or 9.2 of this Article IX, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, and the president or a vice-president of the Association shall direct the reimbursement of all such expenses to such person.

Section 9.4. Determination of Propriety of Indemnification. No person seeking indemnification under Section 9.1 or 9.2 of this Article IX shall be indemnified unless pursuant to a determination by a court or unless the board of directors or the shareholders in good faith by a majority vote of a quorum of directors and shareholders, as the case may be, who were not parties to such action, suit or proceeding determine that the standards set forth in such sections have been met in the circumstances. The Association may provide for additional indemnification and rights to any person (including without except as otherwise ordered by a court or prohibited by law).

ARTICLE X

Disposition of Assets Upon Dissolution

No member, director or officer of the Association or other private individual shall be entitled to share in the distribution of the Association of any of the corporate assets upon dissolution of the Association. Unless agreed to the contrary by

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seventy-five (75) of each and every class of membership and all entities holding mortgages on Lots served by Common Property, upon dissolution of the Association, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one (1) or more of them or to any one (1) or more nonprofit Association, associations, trusts or other organizations to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No disposition of the Association's assets shall divest or diminish any right or title of any member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such Covenants.

ARTICLE XI
Amendment of Articles

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association entitled to vote.

ARTICLE XII
By-Laws


The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws.

ARTICLE XIII
Subscribers

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

Thomas R. Rhoden
515 South 6th Street
Macclenny, Florida 32063

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 1st day of February, 1996.


THOMAS R. RHODEN

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated nonprofit corporation, at the place designated in Article

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III of those Articles of Incorporation, the undersigned heroby agrees to act in this capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this 1st day of February, 1996.

Thomas R. Rhoden
THOMAS R. RHODEN

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CLERK OF CIRCUIT COURT
STATE OF FLORIDA

STATE OF FLORIDA
COUNTY OF BAKER

Before me, the undersigned Notary Public, in and for said County and State, personally appeared THOMAS R. RHODEN, who is known to me and who, after being first duly sworn, deposed under oath and said that the foregoing Articles of Incorporation were prepared under his direction and that he had knowledge of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 1st day of February, 1996.

Vivien A. Griffis
Notary Public, State of Florida
at Large

My Commission Expires:



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OR BY PAGE

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BAKER COUNTY, FLA

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