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FLORIDA NON-PROFIT CORPORATION

Shamrock Industrial Center Property Owners Associati

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ARTICLES OF INCORPORATION OF SHAMROCK INDUSTRIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.

THE UNDERSIGNED HEREBY ASSOCIATE THEMSELVES FOR THE PURPOSE OF FORMING A CORPORATION NOT-FOR-PROFIT UNDER AND PURSUANT TO CHAPTER 617, FLORIDA STATUTES, AND DO HEREBY CERTIFY AS FOLLOWS:

ARTICLE I
NAME

1.1 The name of the Corporation shall be **SHAMROCK INDUSTRIAL CENTER PROPERTY OWNER'S ASSOCIATION, INC.** and its initial principal place of business and mailing address shall be P.O. Box 3099, Dublin, Georgia 31040. For convenience, the Corporation shall be herein referred to as the "Association."

ARTICLE II
PURPOSES AND POWERS

2.1 Purposes. The Association's specific, primary purposes are to provide for maintenance and preservation of the Lots and Common Elements within certain tracts of real property described in the Declaration, and to promote the health, safety and welfare of the owners within the real property more specifically described in **Exhibit "A"** (hereinafter the "Property") and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purposes.

2.2 Powers. In furtherance of such purposes set forth in Section 2.1 above, the Association shall have the power to:

a. Perform all of the duties and obligations of the Association as set forth in the Declaration of Covenants, Conditions and Restrictions (the "Declaration") applicable to the Property.

b. Affix, levy, collect and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Declaration, these Articles, and the Bylaws of the Association; and pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied on or imposed against the Property.

c. Acquire (by gift, purchase or otherwise), own, hold and improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association.

d. Borrow money and, subject to the consent by vote or written instrument of two-thirds (2/3) of the eligible member voters, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

e. Dedicate, sell or transfer all or any part of the common areas to any municipality, public agency, authority, Community Development District, or utility for such purposes and subject to such conditions as may be agreed upon by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Members, agreeing to such dedication, sale or transfer.

f. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property or common areas, provided that any merger, consolidation or annexation shall have the assent by vote or written instrument of two-thirds (2/3) of the Members.

g. Have and exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

2.3 The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any Member.

ARTICLE III
MEMBERS

3.1 Every person or entity who is the record owner of a fee or undivided fee interest in any lot which is subject by covenant of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a parcel which is subject to assessment by the Association. If title to a Lot is held by more than one person, the Lot owners shall designate one owner to be a member and act on behalf of all persons holding title to that Lot.

ARTICLE IV
DURATION

4.1 The period of duration of the Association shall be perpetual.

ARTICLE V
OFFICERS AND DIRECTORS

5.1 The affairs of the Association will be managed by a Board of Directors, a President and Vice President, who shall at all times be members of the Board of Directors, and a Secretary and Treasurer. Such officers shall be elected at the first annual meeting of the Board of Directors.

5.2 The names and addresses of the officers who shall hold office until their successors are elected and have qualified, or unless removed for cause, are as follows:

OFFICERS	TITLE	ADDRESS
Claude Graham	President	P.O. Box 3099 Dublin, Georgia 31040
Ted Graham	Vice President	P.O. Box 3099 Dublin, Georgia 31040
Jim Graham	Secretary/Treasurer	P.O. Box 3099 Dublin, Georgia 31040

5.3 The number of persons constituting the first Board of Directors of the Association shall be three (3), and thereafter, the membership shall consist of not less than three (3) and not more than five (5), and the names and addresses of the persons who shall serve as Directors until the first election are:

DIRECTORS	ADDRESS
Claude Graham	P.O. Box 3099 Dublin, Georgia 31040
Ted Graham	P.O. Box 3099 Dublin, Georgia 31040
Jim Graham	P.O. Box 3099 Dublin, Georgia 31040

5.4 The method by which Directors are elected shall be as set forth in the Bylaws.

ARTICLE VI
BYLAWS

6.1 The Bylaws of the Association may be made, altered or rescinded at any annual meeting of the Association, or at special meeting duly called for such purpose, on the affirmative vote of a majority of the Members entitled to vote at the time, present in person or by proxy at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE VII
AMENDMENTS

7.1 Amendments to these Articles of Incorporation may be proposed by any Member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of a majority of the number of total votes of the Membership entitled to vote at the time of such meeting.

ARTICLE VIII
VOTING

8.1 The Association shall have one class of voting members.

8.2 Whenever Members are entitled to vote, each Member shall be entitled to cast as many votes as the total number of square feet of that Members lot.

ARTICLE IX
INCORPORATOR

9.1 Claude Graham will act as the incorporator for the Association.

ARTICLE X
DISSOLUTION

10.1 Upon a two-thirds (2/3) vote of the votes cast by Members present at a special meeting called for that purpose, the Corporation may be dissolved. The procedures for dissolution will be as set forth in Chapter 617 Florida Statutes. If the Association is dissolved, the Stormwater System, as defined in the Declaration, shall be conveyed to an appropriate agency of local government, and if not accepted, then the Stormwater System shall be dedicated and conveyed to a similar not-for-profit corporation.

ARTICLE XI
REGISTERED AGENT

11.1 The initial registered agent of the Corporation shall be Brian D. Hudson and the initial registered address of the Corporation shall be 1028 Lake Sumter Landing, The Villages, Florida 32162.

ARTICLE XII
EFFECTIVE DATE

12.1 The effective date of this Corporation shall be upon filing with the Office of the Secretary of State of the State of Florida.

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ARTICLE XIII
INDEMNIFICATION

13.1 Each Director and Officer of this Association shall be indemnified by the Association against all costs and expense reasonable incurred or imposed upon him or her in connection with or arising out of any action, suit or proceedings in which he or she may be involved or to which he or she may be made a party by reason of his or her having been a Director or Officer of this Association, such expense to include the cost of reasonable settlements (other than amounts paid to the Association itself).

Any capitalized term not defined herein shall have the definition ascribed to it in the Bylaws of The Shamrock Industrial Center Property Owner's Association, Inc.

Executed this 19th day of April, 2004.

INCORPORATOR:

Claude Graham

Claude Graham

ACCEPTANCE BY REGISTERED AGENT:

I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.

Brian D. Hudson

STATE OF FLORIDA
COUNTY OF LAKE

I HEREBY CERTIFY that on this 19th day of April, 2004, before me, the undersigned authority, personally appeared **ClaudeGraham**, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal the day and year first above written.

NOTARY PUBLIC - STATE OF FLORIDA

SEAL

NOTARY PUBLIC STATE OF FLORIDA
STEVEN M. ROY
MY COMMISSION # DD 201955
EXPIRES. January 19, 2008
Bonded Thru Budget Notary Services

Print Name:__________
Commission Number: __________

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