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FLORIDA NON-PROFIT CORPORATION

SHALLOW REED PROPERTY OWNERS ASSOCIATION INC

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ARTICLES OF INCORPORATION
OF
SHALLOW REED PROPERTY
OWNERS ASSOCIATION, INC.
(a corporation not-for-profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME AND DEFINITIONS.

The name of this corporation shall be Shallow Reed Property Owners Association, Inc. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for Shallow Reed to be recorded in the Public Records of Gulf County, Florida (the "Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the corporation's principal office and its mailing address shall be P.O. Box 280, 32457-0280, 208 Monument Avenue, Port St. Joe, FL 32456-1816, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of Lots within the Property subject to the terms and provision of the Declaration.

B. To own, maintain, insure, repair, and replace the Common Area, including without limitation the structures, landscaping and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the applicable dredge and fill, consumptive use and surface water

THIS INSTRUMENT PREPARED BY:
Brian D. Loebrick, Esq.
Fla. Bar No. 172634
Barron, Redding, Hughes, Fite,
Gensom, Sanborn & Kiehn, P.A.,
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Panama City, FL 32401
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permits, and any other applicable permits issued by the United States Army Corps of Engineers ("ACOE"), the Florida Department of Environmental Protection ("FDEP") or Gulf County, Florida, and applicable statutes, rules and regulations, and to assist in the enforcement thereof.

D. To operate, maintain and manage the low pressure sewer system in a manner consistent with the applicable permits issued by FDEP or Gulf County, Florida, and applicable statutes, rules and regulations, and to assist in the enforcement thereof.

E. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

F. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

G. To operate without profit for the sole and exclusive benefit of its Members.

H. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

IV. GENERAL POWERS.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create

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reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. To obtain adequate insurance on all insurable assets of the Association.

K. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. MEMBERS.

The members ("Members") shall consist of the Owners and the Developer, as long as it owns any property subject to the terms of the Declaration.

VI. VOTING AND ASSESSMENTS.

Members voting rights and the Association's assessment powers shall be as set forth in the Declaration.

VII. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. Directors appointed by the Developer need not be Members of the Association and need not be residents of the State of Florida. The Developer shall initially appoint all of the Members of the Board. Members other than the Developer shall be entitled to elect a majority of

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the Directors upon the events described by law. The Developer shall be entitled to appoint at least one (1) Director so long as it holds for sale at least five percent (5%) of the parcels of Shallow Reccd.

B. Elections shall be by plurality vote. At the first annual election of the Board of Directors, the terms of office of two (2) Directors shall be established at one (1) year, and the terms of office of three (3) Directors shall be established at two (2) years. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of each Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. In no event can a Board member appointed by the Developer be removed except by action of the Developer. Any Director appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed, at any time by the Developer.

C. The names of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

David Warriner
Ronald Pickett
David Brown
Larry Carroll
Mike Tucker

all having an address of 208 Monument Avenue, Port St. Joe, Florida, 32456-1816.

VIII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws.

IX. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

X. BYLAWS.

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The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to these Articles.

XII. INCORPORATOR.

The name and address of the Incorporator is as follows:

Brian D. Lecbrick, Esq.
Barron, Redding, Hughes, Fite,
Fensom, Sanborn & Kiehn, P.A.
220 McKenzie Avenue
Panama City, FL 32401

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Fax Audit No. H040002543073**XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

A. To the extent allowed by law, the Association hereby indemnifies any Director, officer or committee member made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a

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majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIV. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XV. DISSOLUTION OF THE ASSOCIATION.

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the event of

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incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

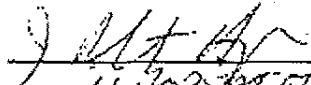
C. In no event shall the Association be dissolved or merged, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the low pressure sewer system and Surface Water or Stormwater Management System and discharge facilities located within the Property is assumed by an entity acceptable to the FDEP, or other governmental authority having jurisdiction. Further, such dissolution or merger shall require the prior approval of the ACOE.

XVI. MERGERS AND CONSOLIDATIONS.

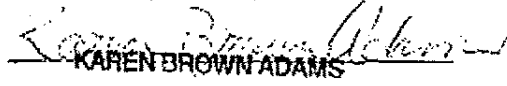
Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Developer shall own any portion of the Property, any such merger or consolidation shall require the Developer's prior approval.

IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this ____ day of December 28, 2004.

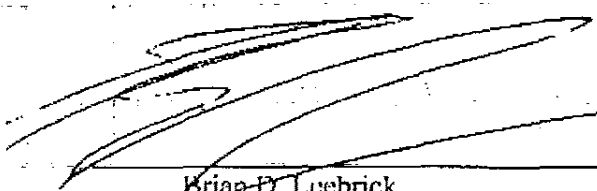
Signed, sealed and delivered
in the presence of:



(Print or Type Name)



KAREN BROWN ADAMS
(Print or Type Name)



Brian D. Luebrick
Incorporator

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STATE OF FLORIDA }
 }SS
COUNTY OF BAY }

The foregoing instrument was acknowledged before me this 27th day of December, 2004, by Brian D. Leebrick, the Incorporator of **SHALLOW REED PROPERTY OWNERS ASSOCIATION, INC.**, on behalf of the corporation.

Karen Brown Adams
KAREN BROWN ADAMS

(Print Name)

NOTARY PUBLIC

Commission # _____

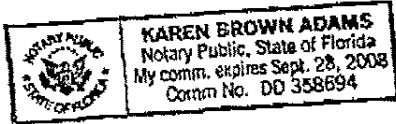
My Commission Expires: _____

Personally Known

or Produced I.D. _____

[check one of the above]

Type of Identification Produced



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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

SHALLOW REED PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 17226 PANAMA CITY BEACH PKWY., SUITE 530 BACK BEACH PLAZA, PANAMA CITY BEACH, FLORIDA 32413, HAS NAMED BRIAN D. LEEBRICK, ESQ., WHOSE ADDRESS IS 220 MCKENZIE AVENUE, PANAMA CITY, FLORIDA 32401, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

~~SHALLOW REED PROPERTY OWNERS ASSOCIATION, INC.~~

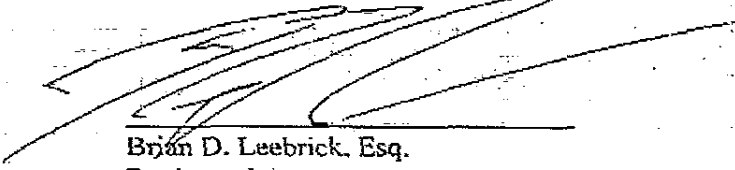
By: _____

Incorporator

Dated: December 28, 2004

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HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



Brian D. Leebrick, Esq.
Registered Agent

Dated: December 26, 2004

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TALLAHASSEE, FLORIDA

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