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November 5, 1996

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

RE: SHORES OF LONG BAYOU III CONDOMINIUM ASSOCIATION, INC.
Our File Number: 16,667

Dear Sir or Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent	\$ 35.00
TOTAL	\$ 70.00

Please stamp filing date on the photocopy and return same to me in the enclosed stamped, self-addressed envelope.

Should you have any questions or comments, please do not hesitate to advise.

Very truly yours,

Peter T. Hofstra

PTH:nrp
Enclosures

pc: Ms. Melinda Hall
(w/enclosure)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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96 NOV -7 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SHORES OF LONG BAYOU III CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be SHORES OF LONG BAYOU III CONDOMINIUM ASSOCIATION, INC. (hereinafter referred to as the "Association"). The principal office and mailing address of this corporation shall be 6301 Shoreline Drive, St. Petersburg, Florida 33708.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms of the provisions of Chapter 617 of the Florida Statutes, and is a condominium association, as referred to and authorized by Chapter 718 of the Florida Statutes (1995). The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium in Pinellas County, Florida, to be known as THE SHORES OF LONG BAYOU III, A CONDOMINIUM (hereinafter referred to as the "Condominium"). The Declaration of Condominium whereby the Condominium has been or will be created, together with any amendments thereto, is hereinafter referred to as the "Declaration". The developer of the Condominium is Long Bayou Development, Inc., a Florida corporation (hereinafter referred to as "Developer").

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

ARTICLE III. POWERS AND DUTIES

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration and Chapter 718 of the Florida Statutes (1995) (hereinafter referred to as the "Condominium Act").

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws of the Association or the Declaration.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered.

ARTICLE V. TERM OF EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

ARTICLE VI. MEMBERS

The Association shall have members. The sole qualification for membership is the ownership of a recorded, vested, present fee simple interest in a Unit; provided, however, in the event of termination of the Condominium, members shall be those persons or other legal entities who are members at the time of such termination, their successors and assigns. Each Owner designated in a deed or other instrument establishing title to a Unit of the Condominium, which deed is duly recorded in the Public Records of Pinellas County, Florida, shall automatically become a member upon delivery to the Association of a copy of such instrument. Membership in the Association shall be terminated automatically when title to the Unit supporting said membership vests in another legal entity; provided, however, any party who owns more than one (1) Unit shall remain a member of the Association so long as he shall retain title to any Unit.

Prior to the recording of the Declaration in the Public Records of Pinellas County, Florida, the incorporator hereto shall remain the sole member of the Association and shall be entitled to one vote.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be managed by the Board of Directors.

Section 2. This Association shall have three (3) directors initially who are to serve as directors until the first election by the members. The names and addresses of the initial directors are as follows:

NAME	ADDRESS
Sam N. Hall	6301 Shoreline Drive St. Petersburg, FL 33708
Melinda Hall	6301 Shoreline Drive St. Petersburg, FL 33708
Terri Hall	6301 Shoreline Drive St. Petersburg, FL 33708

Section 3. The number of directors may be changed from time to time as provided by the Bylaws, but their number shall never be less than three (3).

Section 4. The first election of directors shall not be held until members other than Developer are entitled to elect at least one (1) director. Any vacancies on the Board of Directors occurring before the first election may be filled by Developer.

ARTICLE VIII. OFFICERS

Section 1. The officers of the Association shall be a President, Past President (when available), one or more Vice Presidents (the exact number being determined by the Board), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Melinda Hall
Vice President	Sam N. Hall
Secretary	Terri Hall
Treasurer	Terri Hall

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE IX. BYLAWS

The initial Board of Directors shall adopt Bylaws for the Association at the organizational meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. The conduct of the affairs of the Association shall be limited by the various provisions of the Bylaws, including but not limited to, provisions creating, dividing, limiting and regulating the powers of the Association, the directors and the members. The power to adopt, amend or repeal Bylaws of the Association shall be vested in the Board of Directors as provided in the Bylaws.

ARTICLE X. AMENDMENTS

The Articles of Incorporation may be amended in the manner set forth in the Florida Statutes, as amended from time to time.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 6301 Shoreline Drive, St. Petersburg, Florida 33708, and the name of the initial registered agent of the Association located at that address is Melinda Hall.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator of the Association is:

Melinda Hall
6301 Shoreline Drive
St. Petersburg, Florida 33708

IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, the undersigned, being the incorporator hereof, has executed these Articles of Incorporation on this 31st day of OCTOBER, 1996.

Melinda Hall
MELINDA HALL

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st day of October, 1996, by MELINDA HALL, who is personally known to me or who has produced _____ as identification.

Judith A. Battle
(Signature of Notary)

(Type or notary's printed or stamped name)
Notary Public, State of Florida
Commission No. CC 49184
My Commission Expires 08/27/97
Notary Public
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

(Print Name, if any)

ACCEPTANCE

I hereby accept the appointment to act as initial Registered Agent for SHORES OF LONG BAYOU III CONDOMINIUM ASSOCIATION, INC., as stated in these Articles of Incorporation.

Melinda Hall
MELINDA HALL