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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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January 5, 2005

Via FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399


Re: Articles of Incorporation of Shell Point of Hillsborough Homeowner's Association, Inc.

Gentlemen:

Enclosed please find the original executed Articles of Incorporation of Shell Point of Hillsborough Homeowner's, Inc. Please process the documentation accordingly and return a conformed filed copy of the Articles to our office.

This firm's check in the amount of \$78.75 is enclosed to cover the filing fee and copies. Thank you for your assistance and cooperation.

Sincerely,


Cherie A. Moffatt
Paralegal

CAM
Enclosures

ARTICLES OF INCORPORATION
OF
SHELL POINT OF HILLSBOROUGH HOMEOWNER'S ASSOCIATION, INC
A Florida Corporation Not For Profit

FILED
05 JAN 13 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Shell Point of Hillsborough Homeowner's Association, Inc. a Florida corporation not for profit, (hereinafter called the "Association").

ARTICLE II
OFFICE AND REGISTERED AGENT

This Association's business office is 4904 Eisenhower Blvd., Suite 150, Tampa, Florida 33634 and its registered agent is Steven H. Mezer who maintains a business office at 220 South Franklin Street, Tampa, Florida 33602. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residential lots within that certain tract of property (hereinafter called the "Property") in Hillsborough County, Florida and more particularly described as Shell Point.

ARTICLE IV POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions of Shell Point (hereinafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including the surface water management system facilities as permitted by the Southwest Florida Water Management District including all ponds, lakes, retention and detention areas, water management areas, inlets, swales, ditches, culverts, water control structures, flood plain compensation areas, wetlands and any associated buffer areas, wetland mitigation areas and related appurtenances.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for

services, such as to provide for operation and maintenance of facilities including surface water management system facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of seventy-five percent (75%) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members may determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, or the Property consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit or a Homeowner Association may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Property to the Association with respect to the use and maintenance thereof; to sue and be sued.

(k) Additional Subdivisions. Association may manage, operate, regulate, administer and govern such other subdivision(s) and under such terms, conditions and limitations as two-thirds (2/3) of the members may approve.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title to a Lot.

ARTICLE VI VOTING RIGHTS

The Association initially shall have two classes of voting membership:

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

Class B. The Class B member shall be the Declarant, 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 the following events, whichever occurs earlier:

- (a) Three months after the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, including Class B votes for any Property annexed or planned for annexation by Declarant,
- (b) On January 1, 2015,
- (c) When the Declarant waives in writing its right to Class B membership, or
- (d) When required by law.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by a vote of the members. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members while there exists a Class "B" member, thereafter all Directors shall be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Theresa Lynn Collins
Lisa Turbeville
Lee R. Thompson

Address: 4904 Eisenhower Blvd. Ste. 150
Tampa, Florida 33634

ARTICLE VIII INCORPORATOR

The name and residence of the incorporator is:

Name: Steven H. Mezer, Esquire

Address: 220 S. Franklin Street
Tampa, Florida 33602

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted

to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE X DURATION

This Association exists perpetually.

ARTICLE XI BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded as provided in the By-Laws, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

ARTICLE XII AMENDMENTS

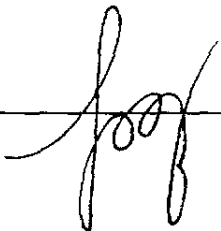
Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the entire membership, voting in person or by proxy.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles and the By-Laws. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the

Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 30th day of December, 2004.

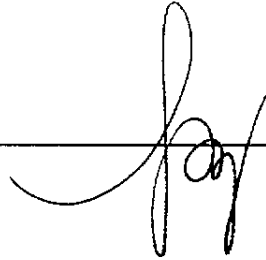
A handwritten signature in black ink, appearing to be "J. B. Jones", is written over a horizontal line.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Shell Point of Hillsborough Homeowner's Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 4904 Eisenhower Blvd., Suite 150, Tampa, State of Florida, 33634 has named Steven H. Mezer whose business offices is 220 S. Franklin Street, Tampa, Florida, 33602, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.



Date: Dec. 30th, 2004