

N05000002923

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

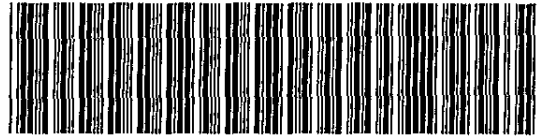
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200048045122

03/15/05--01041--011 **78.75

FILED

05 MAR 15 PM 4:43

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

3/23/05
SJA

LAW OFFICES OF
NICHOLAS F. LANG, P.A.
5001 FOURTH STREET NORTH, SUITE A
ST. PETERSBURG, FLORIDA 33703

NICHOLAS F. LANG
SHAWN G. BROWN

MAILING ADDRESS:
POST OFFICE BOX 7990
ST. PETERSBURG, FLORIDA 33734

TELEPHONE (727) 522-9800
FACSIMILE (727) 528-2900

March 15, 2005

VIA FEDEX

Florida Department of State
Division of Corporations
ATTN: New Filing Section
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation of
Blue Shell Condominium Association, Inc.

Dear Sir or Madam:

I am enclosing the following:

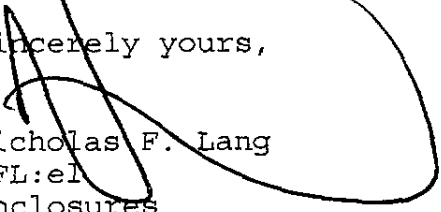
1. Original and one copy of the Articles of Incorporation of Blue Shell Condominium Association, Inc.
2. This firm's check in the amount of \$78.75, representing payment of the following charges:

Filing Fee	\$ 35.00
One Certified Copy	8.75
Resident Agent Fee	<u>35.00</u>

TOTAL: \$ 78.75

Please file the Articles of Incorporation for the above-referenced corporation and return the certified copy of the same to me by FedEx at our above-referenced office street address. I am enclosing a return airbill for this purpose. Thank you for your prompt attention to this matter. If you have any questions or require further information regarding this matter, please do not hesitate to contact our office.

Sincerely yours,


Nicholas F. Lang
NFL:el
Enclosures

ARTICLES OF INCORPORATION
OF
BLUE SHELL CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617, Florida Statutes, the undersigned Incorporator hereby forms Blue Shell Condominium Association, Inc., a Florida corporation not for profit, for the purposes set forth below.

ARTICLE I
NAME

The name of the corporation is Blue Shell Condominium Association, Inc. (the "Association").

ARTICLE II
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), responsible for the operation of Blue Shell, a Condominium (the "Condominium"), established pursuant to the Condominium Act on the lands located in Pinellas County, Florida, submitted to the condominium form of ownership by the Declaration of Condominium of the Condominium (the "Declaration of Condominium"). The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by the Declaration of Condominium, these Articles, the Bylaws and the Condominium Act, as the same may hereafter be amended, including, but not limited to, the following:

1. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
2. To protect, maintain, repair, replace and operate the Condominium property.
3. To purchase insurance upon the Condominium property and Association property for the protection of the Association and its members.
4. To reconstruct improvements after casualty and to make further improvements of the property.
5. To make, amend, and enforce reasonable Rules and Regulations governing the use of the units, the common elements, limited common elements, and the operation of the Association.

FILED
MAR 15 PM 4:13
05
TALLAHASSEE
FLORIDA
SECRETARY OF STATE

6. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
7. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
8. To contract for the management and maintenance of the Condominium and the Condominium property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
9. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
10. To enter into agreements, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. The Association has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
11. To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof; and of the interest thereon, any mortgage, pledge, conveyance of assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III **MEMBERSHIP**

1. The members of the Association shall consist of all record owners of legal title in one or more parcels in the Condominium, as further provided in the Bylaws and the Declaration of Condominium. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.
2. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
3. The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and the

Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV
TERM

The term of this not for profit corporation shall be perpetual.

ARTICLE V
BYLAWS

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI
DIRECTORS AND OFFICERS

1. The Association shall be administered by a Board of Directors consisting of three (3) Directors. Directors need not be members of the Association.
2. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association and they shall serve at the pleasure of the Board.
4. The persons constituting the initial Board of Directors and their names and addresses are as follows:

NAME	ADDRESS
Bernhard Haverkamp	17852 Lee Avenue Redington Shores, FL 33708
Gabrielle Haverkamp	17852 Lee Avenue Redington Shores, FL 33708
Elizabeth Davis	417 1 st Street Indian Rocks Beach, FL 33785

ARTICLE VII
AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by sixty-five percent (65%) of the total voting interests, present in person or by proxy, at any annual or special meeting of the members.
2. Effective Date. An amendment shall become effective upon filing with the Florida Secretary of State and recording in the Public Records of Pinellas County, Florida.

ARTICLE VIII
REGISTERED OFFICE & AGENT

The registered office of the Association shall be at: 5001 4th Street North, Suite A, St. Petersburg, Florida 33703. The registered agent at said address shall be: Nicholas F. Lang, P.A.

Having been named as registered agent to accept service for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Nicholas F. Lang, P.A.
Registered Agent

By: _____
Nicholas F. Lang, President

ARTICLE IX
INCORPORATOR

The Incorporator is: Nicholas F. Lang and the Incorporator's address is: 5001 4th Street North, Suite A, St. Petersburg, Florida 33703.

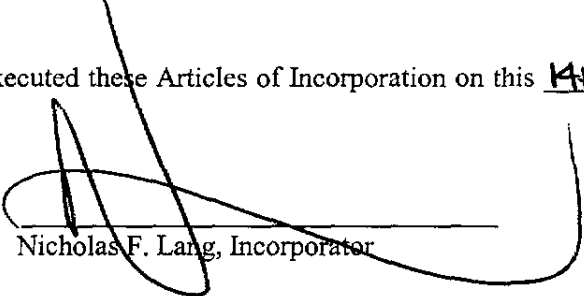
ARTICLE X
INDEMNIFICATION

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

1. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
2. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
3. A transaction from which the Director or officer derived an improper personal benefit.
4. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE, the Incorporator has executed these Articles of Incorporation on this 14th day of March, 2005.



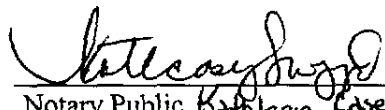
Nicholas F. Lang, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

THE FOREGOING instrument was acknowledged before me this 14th day of March, 2005, by NICHOLAS F. LANG, who is personally known to me or produced _____ as identification and did not take an oath.



Kathleen Casey Swryd
My Commission DD343591
Expires August 04, 2008



Notary Public Kathleen Casey Swryd
My Commission Expires: 8/4/2008

FILED
05 MAR 15 PM 4:44
TALLAHASSEE, FLORIDA