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June 21, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

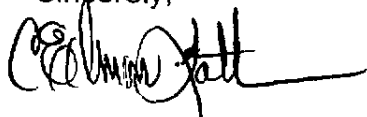
Re: Whisper Cove Homeowners Association, Inc.

Dear Sir or Madam:

Enclosed are the articles of incorporation and registered agent documents for the formation of a new corporation. Also enclosed is a check for \$78.75 for the filing fee, designation and acceptance of registered agent, and a certificate of status.

I am submitting an extra copy of the articles of incorporation. Please stamp it with the date of filing and return to me. Thank you for your attention to this matter. If you have any questions, please give me a call.

Sincerely,



C. Elmon Gatlin

ceg/tlg
Enclosures
cc: Richard Shackelford

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ARTICLES OF INCORPORATION

**WHISPER COVE HOMEOWNERS
ASSOCIATION, INC.**

**ARTICLES OF INCORPORATION
OF
WHISPER COVE HOMEOWNERS, INC.**

The undersigned, for the purpose of forming a corporation not for profit pursuant to Chapter 617, Florida Statutes, and the laws of the State of Florida, does hereby adopt the following Articles of Incorporation of Whisper Cove Homeowners Association, Inc., said articles hereinafter referred to as the "Articles." Any and all terms used in these Articles shall, unless otherwise specifically provided in these Articles, have the same meaning as defined in the "Declaration" (as that term is defined in section 4.3 below).

ARTICLE I: NAME

The name of the corporation is WHISPER COVE HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association."

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of the Association shall be located at 490 Severn Ave., Tampa, Florida 33606, with a mailing address of P.O. Box 230, Tampa, Florida 33601.

ARTICLE III: REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Association shall be at 490 Severn Ave., Tampa, Florida 33606, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Richard L. Shackelford.

ARTICLE IV: PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, will make no distribution of income to its members, directors, or officers, and the specific purposes for which it is formed are to:

4.1 Provide for the ownership, operation, maintenance, repair, use and preservation of the Common Area (as defined in the Declaration referred to below), and within that area, the common sewer lines, water lines, landscaping, green area, trees, gates, lighting, fencing, ditches, swales, culverts, water control structures, and other associated appurtenances, buffer areas and the like (if any of the foregoing now or hereafter exist), and other common areas, all of the foregoing hereinafter referred to as the "Common Area," more particularly described in the "Declaration" referred to below;

4.2 Promote the health, safety, and welfare of the owners which constitute the membership of the Association;

4.3 Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Easements, Covenants, Conditions, and Restrictions regarding Whisper Cove ("the Declaration"), as amended from time to time, and recorded or to be recorded in the Public Records of Hillsborough County, Florida; said Declaration incorporated herein as if set forth at length;

4.4 Fix, levy, collect and enforce payment by any lawful means, all assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

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

4.6 Borrow money, and with the written consent of members entitled to cast at least 67% of the total votes able to be cast at any regular or special meeting of the membership duly called and convened, mortgage, pledge, deed in trust, or hypothecate any or all of its real and/or personal property as security for money borrowed or debts incurred;

4.7 Dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by members entitled to cast at least 67% of the total votes able to be cast at any regular or special meeting of the membership duly called and convened, agreeing to such dedication, sale or transfer;

4.8 Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the written consent of members entitled to cast at least 67% of the total votes able to be cast at any regular or special meeting of the membership duly called and convened.

4.9 Annex additional residential property and/or common areas;

4.10 Purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby (if at all); to contract for the management, operation, repair and maintenance of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties by performing functions such as, but not limited to, the submission of proposals, collections of assessments, maintenance and preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Area, with funds as shall be made available by the Association for such purposes. The Association shall, however, retain at all times, the powers and duties granted by the Declaration, including, but not limited to, the making of assessments, promulgation of rules and the execution of contracts on behalf of the Association;

4.11 Fix, demand, sue for and collect assessments and other charges to be levied or assessed against any lot in accordance with the Declaration, from the members; to create reasonable reserves; and to authorize its officers, directors, agents and others to demand, sue for and collect such assessments and other charges;

4.12 Sue and be sued;

4.13 Establish rules and regulations in accordance with the Declaration;

4.14 Accept all obligations, rights and powers previously or hereafter delegated to the Association in the Declaration, which delegation is and shall be accepted by the Association;

4.15 Hold funds for the benefit of the members and/or the Association' and for the purposes set forth in these Articles, the Declaration and/or the bylaws, referenced in Article XII of, and referred to as the "Bylaws" in these Articles; and

4.16 Have and to exercise any and all powers, rights, and privileges which a corporation organized under the corporation not for profit law of the State of Florida by law may now or hereafter have to exercise, and to take any other action necessary for the purposes for which the Association is organized

ARTICLE V: MEMBERSHIP AND VOTING RIGHTS IN THE ASSOCIATION

5.1 **Membership.** Every person or entity who is an owner of a lot in Whisper Cove shall be a member of the Association. Membership shall be appurtenant to and inseparable from ownership of such a lot. Notwithstanding the foregoing, any such person or entity that merely holds record ownership as security for the performance of an obligation shall not be a member of the Association. Membership in the Association shall not be assignable, except to the successor-in-interest of the lot owned by a member. Transfer of lot ownership, either voluntarily or by operation of law, shall terminate membership in the Association, and said membership shall thereupon be vested in the transferee. Notwithstanding the foregoing, an owner of a lot who is a contract vendor of that lot in an agreement for deed of record in the public records of Hillsborough County, Florida, may assign such owner's membership and voting rights to such owner's contract vendee in possession.

5.2 **Quorum and Voting Rights.** Members shall be entitled to one vote for each lot owned, however when more than one person is an owner of any lot, all owners of that lot shall together only be entitled to cast one vote, and shall not be entitled to split a vote or vote with a fraction of a vote. The presence at a meeting of members, either in person or by proxy, of those entitled to cast at least 67% of the total votes able to be cast at any regular or special meeting of the membership duly called and convened, shall constitute a quorum.

The Association may, but shall not be required to, require an Owner to provide written confirmation as to who is authorized by such Owner to cast a vote for such Owner at a meeting of the Members.

5.3 **Voting for Multiple Ownership.** When more than one person is an owner of a lot subject to membership interest, the vote attributed to such lot shall be exercised as such owners mutually determine, and in the event that such owners are unable to agree among themselves as to how their vote shall be cast, they shall lose their right to vote on the matter in question. If any one of such owners casts a vote, it will thereafter be conclusively presumed for all purposes that such owner was acting with the authority and consent of all other owners of the same lot. In the event more than one vote is cast for a particular lot, none of said votes shall be counted, but rather, all such votes from owners of that lot shall be deemed void.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator of these Articles is Richard L. Shackelford, 490 Severn Ave., Tampa, Florida 33606

ARTICLE VII: BOARD OF DIRECTORS

7.1 **Board of Directors.** The affairs of the Association shall be managed by a Board of Directors composed of not less than three (3) nor more than five (5) persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of these Articles and the Bylaws. Directors must be natural persons who are eighteen (18) years of age or older, but need not be residents of the State of Florida. Directors must be natural persons who are members of the Association, or natural persons who are an authorized corporate or partnership representative of a member of the Association, and eighteen (18) years of age or older, but need not be residents of the State of Florida.

7.2 **Quorum and Voting.** The quorum and voting of the Directors shall be as set forth in the Bylaws, unless otherwise required by law.

7.3 Initial Directors. The names and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members and until their successors are elected and qualified, are as follows:

Richard L. Shackelford 490 Severn Ave., Tampa FL 33606

Sandra K. Shackelford 490 Severn Ave., Tampa FL 33606

Rick Lenoir 490 Severn Ave., Tampa FL 33606

ARTICLE VIII: OFFICERS AND COMMITTEES

The affairs of the Association will be administered by the officers of the Association. The Officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers and/or committees as the Board may from time to time by resolution create. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and such officers will serve at the pleasure of the Board of Directors. The names and addresses of the officers who are to administer the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President/Secretary/Treasurer: Richard L. Shackelford

Vice President: Sandra K. Shackelford

ARTICLE IX: DURATION

The Association shall have perpetual existence.

ARTICLE X: AMENDMENTS

10.1 Proposal. An amendment or amendments to these Articles may be proposed by the Board of Directors acting upon a vote of the majority of either the members or the Directors, whether at a meeting as members or Directors or by instrument in writing signed by either of them. Upon any amendment or amendments to these Articles being proposed by the Board of Directors or members such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association not later than 60 days from the receipt by the above transmitttee of the proposed amendment or amendments.

10.2 Notice. It shall be the duty of the Secretary to give each member written notice of such meeting, stating the proposed amendment or amendments in reasonable detailed form, which notice shall be mailed by certified mail or presented personally to each member not less than 14 days nor more than 30 days before the date set for such meeting. If so mailed, such notice shall be deemed to be properly given three days after having been deposited in the United States mail, addressed to the member at the member's Post Office address as it then appears on the records of the Association, with postage prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in

the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member.

10.3 Resolution. At the meeting at which the amendment is to be proposed and considered, a resolution for the adoption of the proposed amendment may be made by any Director or member of the Association, present in person or by proxy.

10.4 Approval. Except as elsewhere provided, the approval of a resolution for the adoption of a proposed amendment to these Articles shall require the affirmative vote of not less than 67% of the total votes able to be cast at any regular or special meeting of the membership duly called and convened. Voting members of the Association not present in person or by proxy at the meeting at which the amendment is to be considered may express their approval (or disapproval) of the amendment in writing, provided that such approval is delivered to the Secretary of the Association prior to the commencement of the meeting.

10.5 Limitation. Provided, however, that no amendment shall make any changes in the qualification for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.1 through and including 4.16 of Article IV, entitled "Purposes and Powers of the Association," without approval in writing by all members.

10.6 Compliance With Governmental Regulations. Notwithstanding the above, an amendment may be made upon the approval of all of the members of the Board of Directors without the consent of the Members of the Association to bring the Articles of Incorporation in compliance with any governmental regulations.

10.7 Recording. Such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each amendment of these Articles shall be recorded in the Public Records of Hillsborough County, Florida, within 30 days from the date on which the same is filed and returned from the office of the Secretary of State.

10.7 Approval by Governmental Entities. Notwithstanding anything contained herein to the contrary, if the prior written approval of any other governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such other entity or agency must also be obtained.

ARTICLE XI: INDEMNIFICATION

11.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceedings, if he or she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his/her duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe was unlawful.

11.2 Expenses. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 11.1 above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

11.3 Approval. Any indemnification under Section 11.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the directors, officer, employee or agent is proper under the circumstances because the person to be indemnified has met the applicable standard of conduct set forth in Section 11.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority vote of the members.

11.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Association as authorized in this Article XI. The Association may, but shall not be required to, obtain collateral for such undertaking to repay.

11.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any of the Bylaws, any agreement, any vote of the members, by statute or law, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

11.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article.

ARTICLE XII: BYLAWS

The first Bylaws of the Association shall be adopted by the Directors named herein, and may be altered, amended, or rescinded in the manner provided by said Bylaws. Any Bylaws adopted by the Board of Directors shall be consistent with these Articles.

ARTICLE XIII: TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

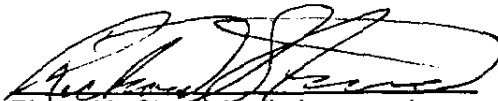
13.1 Interested Directors. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, or Association, or other organization in which one or more of its Directors or officers are directors or officers having a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his, her, and/or their votes are counted for such purposes. No Director or officer of the Association shall incur liability by reason of the fact that he or she is or may be interested in any such contract or transaction.

13.2 Quorum. 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.

ARTICLE XIV: CORPORATE COMMENCEMENT

The existence of this corporation shall commence on the date of execution of these Articles of Incorporation by the incorporator.

IN WITNESS WHEREOF, the undersigned incorporator has affixed his/her signature on this 17 day of June, 2005.


Richard L. Shackelford - Incorporator

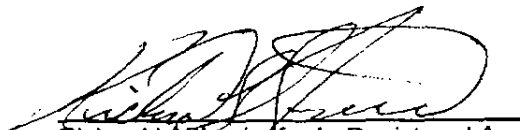
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Sections 48.091 and 617.617.0501, Florida Statutes, the following is submitted in compliance therewith.

That, Whisper Cove Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, with its principal offices at 490 Severn Ave., Tampa FL 33606, has named Richard L. Shackelford, whose office is located at 490 Severn Ave., Tampa FL 33606, as its registered agent to accept service of process within the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said laws, relative to keeping open said office.


Richard L. Shackelford - Registered Agent

05 JUN 2005 PM 2:41

FILED
STATE OF FLORIDA
CLERK OF SUPERIOR COURT
TAMPA