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FLORIDA PROFIT/NON PROFIT CORPORATION

Shell Harbor Condominium Owners' Association, Inc.

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**ARTICLES OF INCORPORATION
OF
SHELL HARBOR CONDOMINIUM OWNERS' ASSOCIATION, INC.**
(A Nonprofit Corporation)

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

Name and Location. The name of the corporation shall be "Shell Harbor Condominium Owners' Association, Inc.," hereinafter referred to as the "Association," and shall be located at 1111 Deal Parkway SE, Fort Walton Beach, FL 32548.

ARTICLE II

Purpose. This corporation is organized for the purpose of providing an entity pursuant to Section 718.111, Florida Statutes, for the operation of Shell Harbor Condominium, a mixed use condominium located in Okaloosa County, Florida.

ARTICLE III

Submission to Jurisdiction. A condominium shall be deemed to be submitted to the jurisdiction of the Association if the Declaration of Condominium of the condominium provides that the operation of the condominium shall be by the Association.

ARTICLE IV

Powers. The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration of Condominium of any condominium operated by the Association.

(B) The Association shall have all the powers and duties set forth in these Articles and the Declaration of Condominium of any condominium operated by the Association and in the Condominium Act except where the Act allows limitations by these Articles or the Declaration of Condominium of any condominium operated by the Association and all of the powers and duties reasonably necessary to operate condominiums pursuant to the Declaration of any condominium operated by the Association and as it may be amended from time to time, including but not limited to the following:

(1) To acquire and hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including units in any condominium operated by the Association, and to lease, mortgage and convey same for the use and benefit of its members.

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(2) To make and collect assessments against the members as unit owners to defray the costs, expenses and losses of condominium operated by the Association and to defray the costs, expenses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the property of any condominium operated by the Association or any other property of the Association.

(5) To purchase insurance upon the property of any condominium operated or other property of the Association and insurance for the protection of the Association and its members.

(6) To reconstruct improvements after casualty and to further improve the property of any condominium operated by the Association, or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the property of any condominium operated by the Association, or the other property of the Association.

(8) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium of any condominium operated by the Association, these Articles, the By-Laws of the Association, and regulations for the use of the property of any condominium operated by the Association, or the other property of the Association.

(9) To contract for the management of the Association, any condominium operated by the Association or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium of any condominium operated by the Association to have approval of the Board of Directors or the membership of the Association.

(10) To contract with the Declarant, its successors and assigns, and any of the partners of the Declarant, their officers, directors or shareholders.

(11) To acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.

(12) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, any condominium operated by the Association, any condominium operated by the Association or any other property of the Association.

(13) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all of the members or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

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(14) To do any and all things necessary and proper for the Association to carry out its duties and responsibilities as set forth in any Declaration of Covenants, Conditions and Restrictions affecting the condominium property of any condominium operated by the Association.

(C) All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium of any condominium operated by the Association and by the By-Laws of the Association.

ARTICLE V

Members.

(A) The members of the Association shall consist of all of the record owners of units in such condominiums as may, from time to time, be submitted to the jurisdiction of the Association and after termination of any such condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

(B) A change of membership in the Association shall be established by recording in the public records of Okaloosa County, Florida, a deed or other instrument establishing a record title to a unit in any of the condominiums operated by the Association and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

(D) The owner of each unit in a condominium operated by the Association shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE VI

Directors.

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) directors nor more than five (5) directors who shall be designated or elected as hereinafter set forth, with the exact number of directors being determined at the time of their designation or election. Directors need not be members of the Association.

(B) The names and addresses of the members of such first Board of Directors who have been designated as such by the Declarant and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Robert S. Hudgens	111 Beal Parkway S.E. Fort Walton Beach, FL 32548
Denise H. Whaley	111 Beal Parkway S.E. Fort Walton Beach, FL 32548
Edna E. Hudgens	111 Beal Parkway S.E. Fort Walton Beach, FL 32548

Until unit owners, other than the Declarant, are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Declarant and may be changed from time to time as the Declarant, in its sole discretion, may determine.

(C) The Declarant shall have the right to appoint all the members of the Board of Directors until unit owners, other than the Declarant, own fifteen percent (15%) or more of the units that will be operated ultimately by the Association. When unit owners, other than the Declarant, own fifteen percent (15%) or more of the units that will be operated ultimately by the Association, the owners, other than the Declarant, shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Unit owners, other than the Declarant, are entitled to elect not less than a majority of the members of the Board of Directors upon the earlier of: (a) Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; (b) three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers; (c) when all the units that will be operated ultimately by the Association have been completed, some of them having been conveyed to purchasers, and none of the others are being offered for sale by the Declarant in the ordinary course of business; (d) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Declarant in the ordinary course of business, or (e) seven (7) years after recordation of the declaration of condominium, or in the case of an association which may ultimately operate more than one condominium, seven (7) years after recordation of the declaration for the first condominium it operates. The Declarant is entitled to elect at least one (1) member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5%) of the units operated by the Association. Provided at least eighty (80) days' notice is given to unit owners, the Declarant may, in its sole discretion, turn over control of the Association to unit owners, other than the Declarant, prior to such dates by causing all of its appointed directors to resign, whereupon it shall be the affirmative obligation of unit owners, other than the Declarant, to elect directors and assume control of the Association. Within seventy-five (75) days after the unit owners, other than the Declarant, are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than sixty (60) days' notice of an election for the members of the Board of Directors. The election shall proceed as provided in §718.112(2)(d) Florida Statutes. The notice may be given by any unit owner if the Association fails to do so. Upon election of the first unit owner, other than the Declarant, to the Board of Directors, the Declarant shall forward to the Division the name and mailing address of the unit owner board member. Directors appointed by the Declarant need not be unit owners.

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ARTICLE VII

Officers. The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
Robert S. Hudgens	111 Beal Parkway S.E. Fort Walton Beach, FL 32548	President
Denise H. Whaley	111 Beal Parkway S.E. Fort Walton Beach, FL 32548	Vice President, Secretary-Treasurer

ARTICLE VIII

Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors' and officers' liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE IX

By-Laws. The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE X

Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

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(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Except as elsewhere provided, such approval vote at a properly called meeting must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association;

(C) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium operated by the Association.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Declarant, Millennium Real Estate II, LLC, a Florida limited liability company, its successors or assigns, or any successor developer, without the prior written consent of Declarant, Millennium Real Estate II, LLC, a Florida limited liability company, its successors or assigns, or a successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Okaloosa County, Florida.

ARTICLE XI

Term. The term of the Association shall be perpetual.

ARTICLE XII

Subscribers. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Hudgens	111 Beal Parkway S.E. Fort Walton Beach, FL 32548
Denise H. Whaley	111 Beal Parkway S.E. Fort Walton Beach, FL 32548

ARTICLE XIII

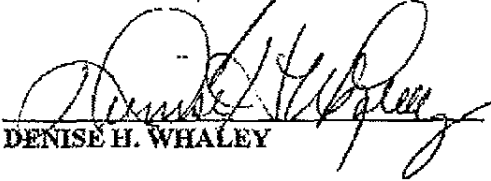
Registered Office and Registered Agent. The registered office of the Association shall be at 111 Beal Parkway SE, Fort Walton Beach, FL 32548, and the registered agent for the Association shall be ROBERT S. HUDGENS.

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IN WITNESS WHEREOF, the subscribers have affixed their signatures this 29th day of January, 2007.


ROBERT S. HUGGENS


DENISE H. WHALEY

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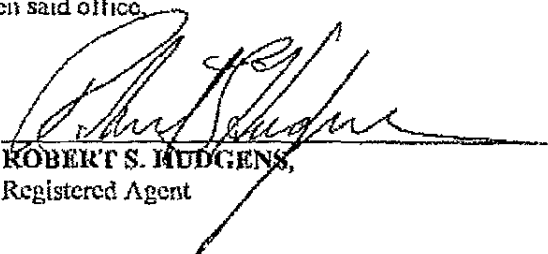
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First, that Shell Harbor Condominium Owners' Association, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in Article I hereof at 111 Beal Parkway SE, Fort Walton Beach, FL 32548, has named ROBERT S. HUDGENS, at 111 Beal Parkway SE, Fort Walton Beach, FL 32548, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


ROBERT S. HUDGENS,
Registered Agent

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