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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 6 2008

Tampa Shores Development LLC

04 February 2008

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

RE: Incorporation of Marsh Pointe Association, Inc.

Dear Sir/Madam:

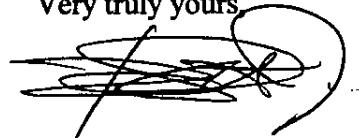
In enclosed herein an original and copy of Articles of Incorporation and Certificate Designating and Acceptance of Registered Agent for the above-named corporation. In addition, my check number 1155 in the amount of representing the following fees is enclosed:

Filing Fee	\$35.00
Certified Copy Fee	\$ 8.75
Registered Agent Fee	\$35.00
Certificate of Status Fee	<u>\$ 8.75</u>
TOTAL	\$87.50

Please file the original Articles of Incorporation and return a certified copy thereof to the undersigned at your earliest convenience. A self-addressed, stamped envelope is enclosed for your convenience.

Your prompt attention to this matter is greatly appreciated.

Very truly yours,



Robert C. Shelnutt, Jr.

RCS\mbs
Encl.

**ARTICLES OF INCORPORATION
OF
MARSH POINTE ASSOCIATION, INC.
A Florida Not-For-Profit Corporation**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 FEB -5 PM 4: 25

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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

The name of the corporation (called the Association) shall be MARSH POINTE ASSOCIATION, INC.

ARTICLE II

PURPOSE

The purpose for which the corporation is organized shall be to promote the beauty of and maintain in Hillsborough County, Florida, an attractive development (to be known as "MARSH POINTE") for the benefit of its members and to maintain the Common Areas and Common Facilities.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of these purposes.

ARTICLE III

POWERS

In addition to all powers conferred upon a Florida corporation under Ch. 617, Fla. Stat., the power of the corporation shall include the following:

- (a) To own, maintain and operate the Common Areas and Common Facilities including but not be limited to the following: the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

(b) To have all of the powers to reasonably and necessary to implement the purposes of the corporation, including but not limited to the following:

- (1) To own and convey property.
- (2) To make and collect assessments against Members to defray the costs of the corporation.
- (3) To use the proceeds of assessments in the exercise of its powers and duties.
- (4) To provide for the maintenance, repair, and replacement of the Common Areas and Common Facilities and operation of the corporation.
- (5) To provide for the reconstruction of improvements after casualty and the further improvement of the Common Areas and Common Facilities in MARSH POINTE.
- (6) To make and amend reasonable regulations respecting the use of the Commons areas and Common Facilities.
- (7) To sue and be sued.
- (8) To contract for the management and maintenance of the Common Areas and Common Facilities and to delegate to such contractor all powers and duties of the corporation as are necessary to perform same.
- (9) To take any other action necessary for the purposes for which the association is organized.

(c) If the terms of these Articles of Incorporation and/or the Bylaws conflict with the terms of the Declaration of Covenants, Conditions and Restrictions of MARSH POINTE, the terms of the Declaration of Covenants, Conditions and Restrictions shall control.

ARTICLE IV

MEMBERSHIP

The qualifications of members, the manner of their admission and voting by members shall be as follows:

(a) Each and every Owner of a Lot as defined in the "Declaration of Covenants, Conditions and Restrictions" in MARSH POINTE shall be entitled to Membership, as Membership is defined in the Declaration of Covenants, Conditions and Restrictions of MARSH POINTE (including Developer if an Owner) and is required to be a Member of the Association.

(b) Membership in the corporation (the "Association") shall be established by the recording in the Public Records of Hillsborough County, Florida, of a deed or other instrument vesting in the Member record title to a fee interest in a Lot in MARSH POINTE. Said Membership shall terminate upon the recording of a deed or other instrument which terminates the Member's record title to a fee interest in said Lot in MARSH POINTE.

(c) The share of a Member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Lot.

(d) The voting rights of the Membership shall be appurtenant to the ownership of a Lot. However, until the Developer has sold or transferred all Lots and improvements thereon to a third party purchaser(s) (non-affiliate(s) of Developer); or the same are not being held for sale in the ordinary course of business; or until ten (10) years from the execution of this Declaration; or until the Developer shall voluntarily relinquish control through a written and recorded Supplemental Declaration, whichever event shall first occur, Developer shall retain majority Membership control for the Association, including 100% control of the Board of Directors herein.

(e) Voting on all matters except election of directors shall be by voice vote or by show of hands unless a majority of the total votes represented at the meeting shall, prior to voting on any manner, demand a ballot vote on that particular matter. Where directors or officers are to be elected, the solicitation of proxies for such elections may be conducted by mail. Unless otherwise stated in the Articles of Incorporation or Bylaws the majority vote shall control. However, and notwithstanding anything to the contrary herein this Declaration, and as referred to immediately above the subparagraph (d), the Developer shall retain majority Membership control of the Association, including 100% control of the Board of Directors therein, until such time that one of the events occurs as described immediately above in sub-paragraph (d).

"Developer" means TAMPA SHORES DEVELOPMENT LLC, a Florida corporation, and/or its affiliates and/or its successors, together with its assigns,

upon a specific assignment to such assignees of the Developer under the Declaration in an instrument recorded in the Public Records of Hillsborough County, Florida.

ARTICLE V

TERM

This corporation shall have perpetual existence. However, if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE VI

BOARD OF DIRECTORS

- (a) The business affairs of this corporation shall be managed by the Board of Directors.
- (b) This corporation shall have three (3) members of the Board initially. The number of Directors may be changed from time to time as provided by the Bylaws, but their number may never be less than three (3).
- (c) Directors of the Association shall be elected at the annual meeting of 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.
- (d) The first election of Directors shall be held at the time one Owner other than the Developer owns a Lot. The Directors named in these articles shall serve until the first election of Directors and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Notwithstanding anything to the contrary in these Articles, the election of Directors shall all times be subject to the membership provisions of the Declarations of Covenants, Conditions and Restrictions of MARSH POINTE.
- (e) Directors need not be Members of the Association.

ARTICLE VII

OFFICERS

- (a) The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer.
- (b) 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.
- (c) The officers shall have such duties, responsibilities and powers as provided in the Bylaws.

ARTICLE VIII

BYLAWS

Bylaws for the Association shall be adopted at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional Bylaws or alterations or rescission of the first Bylaws shall be enacted by a majority vote of the Members of the Association.

ARTICLE IX

AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than the majority of the entire Membership of the Board of Directors and a majority of the Members of the Association, or by not less than the unanimous vote of the entire Membership of the Association. Any amendment to these articles will be voted upon only after notice of any meeting as required by the Bylaws of the Association.

ARTICLE X

PRINCIPLE OFFICE

The principal place of business and the mailing address for this corporation shall be: 1831 North Belcher Road, Suite G-3, Clearwater, Florida 33765

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 1831 North Belcher Road, Suite G-3, Clearwater, Florida 33765 and the name of the initial registered agent of the Association at that address is Robert C. Shelnutt.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

Robert C. Shelnutt, Jr. 1831 North Belcher Road - Suite G-3
Clearwater, Florida 33765

ARTICLE XIII

BUDGET

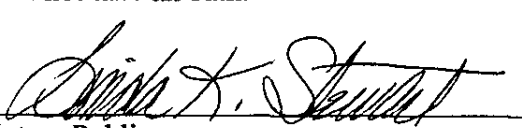
The Association shall adopt an annual budget for anticipated common expenses and/or reserves for operation, maintenance, replacement, repair, acquisition or the common properties or facilities of the Association, and may adopt special assessments from time to time and shall be payable as provided in the Bylaws for the Association. Developer is exempt from payments on original Lots owned by Developer.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 31st day of January, 2008.


ROBERT C. SHELNUTT, JR., Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 31st day of January, 2008, by ROBERT C. SHELNUTT, JR. who is personally known to or who produced _____ as identification and who did not take an oath.


Notary Public
My Commission Expires:



LINDA K. STEWART
Commission DD 640554
Expires March 20, 2011
Bonded thru TROY FAIN Insurance 800-385-7019

Tampa Shores Development LLC

Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statute 616.0202, the below named corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is **MARSH POINTE ASSOCIATION, INC.**
2. The name of the registered agent is Robert C. Shelnutt.
3. The address of the registered agent/registered office is 1831 North Belcher Road, Suite G-3, Clearwater, Florida, 33765.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 31 January 2008



ROBERT C. SHELNUTT