

Fax Audit No. H040002543073

**ARTICLES OF INCORPORATION
OF
SHALLOW REED PROPERTY
OWNERS ASSOCIATION, INC.
(a corporation not-for-profit)**

Inst:0020050583 Date:01/25/2005 Time:13:16
DK DC, Rebecca L. Norris, GULF County B:365 P:61

I. NAME AND DEFINITIONS.

The name of this corporation shall be Shallow Reed Property Owners Association, Inc. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for Shallow Reed to be recorded in the Public Records of Gulf County, Florida (the "Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the corporation's principal office and its mailing address shall be P.O. Box 280, 32457-0280, 208 Monument Avenue, Port St. Joe, FL 32456-1816, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of Lots within the Property subject to the terms and provision of the Declaration.

B. To own, maintain, insure, repair, and replace the Common Area, including without limitation the structures, landscaping and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the applicable dredge and fill, consumptive use and surface water

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permits, and any other applicable permits issued by the United States Army Corps of Engineers (“ACOE”), the Florida Department of Environmental Protection (“FDEP”) or Gulf County, Florida, and applicable statutes, rules and regulations, and to assist in the enforcement thereof.

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D. To operate, maintain and manage the low pressure sewer system in a manner consistent with the applicable permits issued by FDEP or Gulf County, Florida, and applicable statutes, rules and regulations, and to assist in the enforcement thereof.

E. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

F. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

G. To operate without profit for the sole and exclusive benefit of its Members.

H. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

IV. **GENERAL POWERS.**

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create

reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. To obtain adequate insurance on all insurable assets of the Association.

K. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. **MEMBERS.**

The members ("Members") shall consist of the Owners and the Developer, as long as it owns any property subject to the terms of the Declaration.

VI. **VOTING AND ASSESSMENTS.**

Members voting rights and the Association's assessment powers shall be as set forth in the Declaration.

VII. **BOARD OF DIRECTORS.**

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. Directors appointed by the Developer need not be Members of the Association and need not be residents of the State of Florida. The Developer shall initially appoint all of the Members of the Board. Members other than the Developer shall be entitled to elect a majority of

