

Articles of Incorporation of the Shadow Run Homeowners' Association, Inc.

The undersigned hereby associate themselves for the purpose of forming a Corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I (AMENDED 1999)

The name of the corporation shall be The Shadow Run Homeowners' Association, Inc., and its principal office and place of business shall be at 13005 Shadow Run Boulevard, Riverview, Florida 33569 and mailing address, Post Office Box 916, Riverview, Florida 33568, and the Corporation should continue to exist in perpetuity.

ARTICLE II

The purpose for which the corporation is organized is to provide services, assist in management and self government of the certain development known as "Shadow Run" located at Riverview in Hillsborough County, Florida, and to engage in all activities legally permissible under the laws of the State of Florida, for the use and benefit of the property owners at said development.

The corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III (AMENDED 1979)

The powers of this corporation shall be as follows:

- A. The corporation shall have all the common law and statutory powers permitted to a not for profit corporation not in conflict with these articles.
- B. The corporation shall have all the powers granted and permitted by the Florida Corporations Not For Profit Act.
- C. The corporations powers shall include, but not limited to:
 1. To acquire, purchase, lease, sell or otherwise dispose of, manage, operate and maintain such land or personal property as shall be necessary or helpful and appropriate.
 2. To hire or employ such officers, agents, or other personnel to perform services required or deemed appropriate.
 3. (amended 1979) To establish and enforce rules and regulations for its members, to insure and maintain the beauty, safety, harmony and property values within Shadow Run.
 4. To receive, hold, manage and disburse all funds of the corporation, provided that no funds or assets of the corporation shall be paid or transferred to or for the benefit of any member, officer or director except as compensation for valuable services actually rendered to the corporation.

5. (added 1979) To act in the stead of, or perform as the Shadow Run Architectural Review Board as established by the Declaration of Protective Covenants and Restrictions of Shadow Run as found in the Public Records of Hillsborough County, Official Record Book 2932, Pages 132 through 161; to conduct all business and do all things necessary and allowable in the proper performance of the functions of said Review Board; to the enforce the decisions and regulations of the Board; to the extent control of the Board may be transferred to the Association by the developer.
6. (added 1979) To adopt, impose and collect in accordance with the By-Laws reasonable dues and/or assessments from members for the purpose of conducting operations of the Association.
7. (added 1979) To contract, sue or be sued with respect to the exercise or non-exercise of its powers and duties. The Association may institute, maintain, settle or appeal actions or hearings in its name on behalf of all members concerning matters of common interest. Nothing herein limits any statutory or common law right of the lot owners to bring any action which may be otherwise available.

ARTICLE IV (AMENDED 1979 & 1999)

The qualifications of members, establishment or admission to membership and manner of voting shall be as follows:

- A. (amended 1979) The members of the corporation shall be limited to the record owner or owners from time to time of each parcel which shall comprise the development, and no other persons or entities shall be entitled to membership.
- B. (amended 1999) All record owners of parcels within Shadow Run shall be members of the Association automatically and shall be fully subject to the rules, regulations and assessments of said Association, and shall have all rights of membership as provided in these Articles and the By-Laws. Members not in compliance with the rules and regulations after ninety (90) days, after due notice, or are more than ninety (90) days in arrears in assessments will lose all voting rights in the Association.

ARTICLE V (AMENDED 1999)

The affairs of the Corporation shall be managed by a Board of Directors of not more than nine (9) nor less than three (3) members as may be determined from time to time in accordance with the By-Laws of the Corporation. Election, qualification, term and removal of Directors and the filling of vacancies in the Board of Directors shall be as provided in the By-Laws. Directors must be members of the Corporation.

ARTICLE VI

The By-laws of the corporation shall be adopted and amended by the Board of Directors and the affairs of the Corporation shall be conducted and administered as provided therein.

ARTICLE VII (AMENDED 1979 & 1999)

The Articles of Incorporation may be amended as follows:

- A. Proposal: An amendment to these Articles may be proposed by a resolution of the Board of Directors of the Association or in the alternative, such amendment may be proposed in writing to the Board of Directors and signed by members of the Association having not less than twenty five percent (25%) of the total votes of all members of the Association.
- B. Notice: Upon adoption of such resolution or receipt of such request from members, the Board of Directors shall call a meeting of the membership, giving not less than thirty (30) days, nor more than forty five (45) days written notice to each member, which notice shall state the text of the proposed amendment and the text of the existing section of these Articles, if any, to be amended.
- C. (amended 1999) The amendment shall be adopted by a vote of not less than sixty percent (60%) of the membership present and voting, assuming a quorum is present, as defined in the By-Laws, provided that the membership may propose, consider and adopt amendments or modifications to the amendment or amendments for which the meeting was called.”
- D. Notwithstanding the forgoing, owners not present at the meeting considering such amendments may express their approval in writing within ten (10) days after such meeting, or by proxy delivered to the secretary prior to such meeting and such approvals shall be deemed equivalent to the approval of said member as though he were present at such meeting.

ARTICLE VIII

Indemnification:

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with 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 Corporation or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE IX

The names and addresses of the subscribers who shall also be the first Directors and Officers of the Corporation and who shall serve in such capacities and shall manage, conduct and administer the affairs of the Corporation until

their successors are elected and qualified are as follows:

Edwin K. Murphree
12603 Shadow Run Blvd. Riverview, Florida 33569
Vice President

John Castellana
12602 Donnymoor Drive Riverview, Florida 33569
President

Kenneth L. Harbin
11308 Donnymoor Drive Riverview, Florida 33569
Secretary

**Witnessed and notarized on the 6th of May 1977. Recorded by the
Secretary of State of Florida on May 13, 1977**

**Amendments adopted May 4, 1979. Witnessed and notarized on the 3rd
of July 1979**

Sue Reed, President
Susan Norbut, Secretary

Recorded by the Secretary of State of Florida on July 31, 1979

**Amendments adopted May 17, 1999. Witnessed and notarized on the
4th of June 1999**

Al Rousseau, President
Paula Pintarelli, Secretary

Sent to the Secretary of State of Florida for recording