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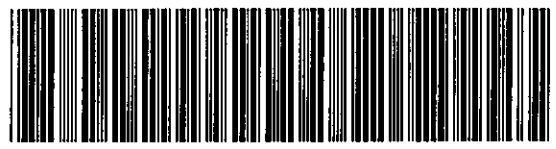
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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10-24-06
Dm

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PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

October 17, 2006

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Shepherds Grove Homeowners Association, Inc.

Dear Ladies and Gentlemen:

Enclosed please find the original Articles of Incorporation for the above corporation. I would appreciate your filing the original Articles. Our check in the amount of \$70.00 for the required filing fee and Registered Agent Designation is also enclosed.

If you have any questions or comments pertaining to this matter, please give me a call. Thank you.

Sincerely,

SHELL, FLEMING, DAVIS & MENGE



Charles L. Hoffman, Jr.

CLH/alm
Enclosures
File No.: H4322.00002

ARTICLES OF INCORPORATION

FOR

SHEPHERDS GROVE HOMEOWNERS ASSOCIATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name and Principal Office. The name of the Corporation is: SHEPHERDS GROVE HOMEOWNERS ASSOCIATION, INC. The principal office of the Corporation and its mailing address is 616 Orby Street, Pensacola, Florida 32534.

Article 2. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes (2005). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

Article 3. Duration. The duration of the Corporation is perpetual.

Article 4. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To maintain, improve, insure, and take all other actions of any nature pertaining to the Common Areas of SHEPHERDS GROVE SUBDIVISION, a recorded platted subdivision, and to take all other actions pertaining to the operation and protection of said subdivision.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Limitation. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

Article 6. Members. The Corporation shall have Class "A" and Class "B" members as more specifically set forth in the Declaration of Covenants, Conditions and Restrictions ("Declaration"), as recorded in the public records of Escambia County, Florida.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 616 Orby Street, Pensacola, Florida 32534, and the name of its initial Registered Agent at that address is Sara G. Fiveash.

Article 8. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Members shall elect the Directors at an annual meeting of Members in accordance with the Bylaws. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
James B. Fiveash	616 Orby Street, Pensacola, Florida 32534
Sara G. Fiveash	616 Orby Street, Pensacola, Florida 32534
T. Gary Fiveash	616 Orby Street, Pensacola, Florida 32534

Article 9. Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	James B. Fiveash	same as above
Vice-President	T. Gary Fiveash	same as above
Secretary/Treasurer	Sara G. Fiveash	same as above

Article 10. Incorporators. The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
JBF Investments, LLC	616 Orby Street, Pensacola, Florida 32534

Article 11. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

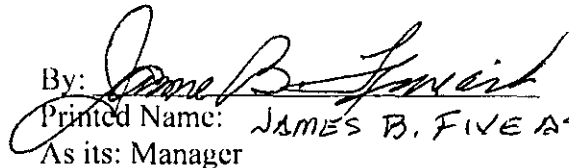
Article 12. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 617.0206, Florida Statutes (2005), shall govern the Bylaws.

Article 13. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

Article 14. Non-stock Basis. The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 17th day of October, 2006.

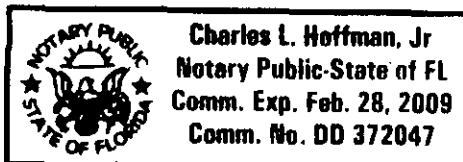
JBF Investments, LLC


By: 
Printed Name: JAMES B. FIVEASH
As its: Manager

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared James B. Fivcash, Manager of JBF Investments, LLC., on behalf of said company, who is personally known to me, and is known to me to be the person described in the foregoing Articles of Incorporation and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on the 17th day of October, 2006.





NOTARY PUBLIC - STATE OF FLORIDA
Typed Name: Charles L. Hoffman, Jr.
My Commission Expires: 2/28/2009

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **SHEPHERDS GROVE HOMEOWNERS ASSOCIATION, INC.** at the place designated in the Articles of Incorporation, Sara G. Fivcash agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: October 17th, 2006.


Sara G. Fivcash

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TALLAHASSEE, FLORIDA