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FLORIDA NON-PROFIT CORPORATION

CARDINAL POINT OWNERS ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
CARDINAL POINT OWNERS ASSOCIATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do certify as follows:

ARTICLE I
NAME

The name of this corporation is CARDINAL POINT OWNERS ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Corporation."

ARTICLE II
DEFINITIONS

Section 2.1 Declaration: Restrictive Covenants which are recorded as Exhibit "B" to Warranty Deeds from San Jose Central, Ltd., for any Parcel including, but not limited to, Official Records Book 10023, Page 1544, Official Records Book 8185, page 2282, Official Records Book 7081, page 1417, Official Records Book 8276, page 2000, Official Records Book 8541, Page 114, Official Records Book 6967, page 1688, Official Records Book 9596, page 206, Official Records Book 6862, page 1944, Official Records Book 6867, page 2100, Official Records Book 8479, page 810, Official Records Book 8378, page 1857, Official Records Book 8299, page 1041, Official Records Book 8271, page 742, Official Records Book 7961, page 290, Official Records Book 7538, page 1410, Official Records Book 6575, page 535, Official Records Book 6314, page 1645 and Official Records Book 6712, page 1107, Official Records Book 6253, page 1568, Official Records Book 10898, page 2407, Official Records Book 10215, page 542, Official Records Book 7215, page 920, of the Public Records of Duval County, Florida.

This Instrument Prepared By:
Eliot J. Safer
Attorney at Law
Florida Bar No. 194511
Ford, Jeter, Bowlus, Duss & Morgan, P.A.
10110 San Jose Blvd.
Jacksonville, FL 32257
(904) 268-7227

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Section 2.2 Association: CARDINAL POINT OWNERS ASSOCIATION, INC., a Florida not for profit corporation, its successors and assigns.

Section 2.3 Member: A person or entity who is a record owner of a Parcel.

Section 2.4 Common Area: Those portions of the Property which are conveyed to the Association from time to time by the Developer.

Section 2.5 Parcel: The real property located in CARDINAL POINT, as recorded in Plat Book 41, Page 40 and 40A, Current Public Records of Duval County, Florida, conveyed by deed from San Jose Central, Ltd.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Corporation is c/o Goldstein Commercial Property, 3753-1 Cardinal Point Drive, Jacksonville, Florida 32257. The registered agent of the Corporation is Barry Goldstein.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 4.1 This corporation is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or Member.

Section 4.2 The objects and purposes for which this Corporation is organized are as follows:

4.2.1 To establish, maintain, operate and provide all community services of every kind and nature required or desired by the Members including without limitation those services and functions described in the Declaration.

4.2.2 To provide for the enforcement of the Declaration.

4.2.3 To engage in such other activities as may be to the mutual benefit of the Members.

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4.2.4 To own, operate and manage properties conveyed to it in accordance with the Declaration.

4.2.5 To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3 In furtherance of the aforesaid objects, purposes and powers, the Corporation shall have all of the powers of a Corporation Not for Profit organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1 To make, levy and collect assessments from its Members and to expend the proceeds of such assessments and charges for the benefit of its Members.

4.3.2 To contract with others to provide the services, benefits and advantages desired.

4.3.3 To enforce by legal action suits on behalf of the Corporation.

4.3.4 To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.

4.3.5 To maintain, repair, replace and operate those portions of the property that the Corporation has the duty or right to maintain, repair, replace and operate under these Articles and the Bylaws of the Corporation.

4.3.6 To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation.

4.3.7 To employ personnel to perform the services required or authorized by these Articles and by the Bylaws of the Corporation.

4.3.8 To purchase insurance upon its property for the protection of the Corporation and its Members.

4.3.9 To reconstruct improvements constructed on its property after casualty or other loss.

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4.3.10 To make additional improvements to its property.

4.3.11 To enforce by legal action the provisions of these Articles, the Bylaws of the Corporation, and the Declaration.

ARTICLE V
MEMBERS

Section 5.1 The Members of this Corporation shall consist of all owners of record title to Parcels, but shall not include mortgagees or other holders of security interests only. The first Board of Directors named in these Articles of Incorporation, regardless of such ownership of real property in the Subdivision shall also be Members of the Corporation until termination of the Class B membership as provided in Section 5.3 hereof.

Section 5.2 Membership in this Corporation cannot be assigned, hypothecated or transferred in any manner except by transfer of a Parcel.

Section 5.3 The Corporation shall have two classes of membership: Class A and Class B.

Class A Members shall be all persons or entities owning one or more Parcels.

Class B Members shall be San Jose Central, Ltd.

The Class B membership shall terminate at such time as the then Class B Member so designates in a writing delivered to the Corporation and all Class A Members.

Each Parcel shall be entitled to one vote. When more than one (1) person holds an ownership interest in any Parcel, the vote for such Residential Parcel shall be exercised as the owners of all such interests determine among themselves, but in no event shall more than one vote be cast with respect to each Parcel. In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Parcel, such vote shall not be recognized and the Parcel shall not be counted for any purpose until such dispute is resolved.

Until the time at which the Class B membership terminates, as provided herein, the Class B Member shall be vested with the sole

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voting rights in the Corporation, except on such matters as to which the Declaration, these Articles of Incorporation, or by Bylaws of the Corporation specifically require a vote of the Class A Members.

ARTICLE VI
TERM

This Corporation shall exist perpetually.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The first Board of Directors shall consist of three (3) Members. The Board of Directors shall be elected by the Members of the Corporation entitled to vote.

The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Barry Goldstein
3753-1 Cardinal Point Drive
Jacksonville, Florida 32257

Eugene Kornblum
3753-1 Cardinal Point Drive
Jacksonville, Florida 32257

Eliot J. Safer
10110 San Jose Boulevard
Jacksonville, Florida 32257

The Directors of the Corporation shall be elected at the time and in the manner provided for in the Bylaws.

ARTICLE VIII
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers in the Corporation shall be elected by a majority vote of

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the Board of Directors of the Corporation and shall hold office during the pleasure of the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

Barry Goldstein	President
Eugene Kornblum	Secretary/Treasurer

ARTICLE IX
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 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, of any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such 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 approves such settlement and reimbursement as being for the best interest 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 X
DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Unless agreed to the contrary by seventy-five percent (75%) of each and every class of membership, upon dissolution of the Corporation, the assets of the Corporation shall be granted, conveyed and assigned to an appropriate public body, agency, or agencies, utility or utilities or any one or more of them or to any one or more non-profit corporations, associations, trusts or other organizations to

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be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No disposition of the Corporation's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended at any time by an affirmative vote of three-fourths (3/4) or more of the Members of the Corporation entitled to vote.

ARTICLE XII
BYLAWS


The Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. The initial Bylaws may be adopted upon a majority vote of the Board of Directors. After such time, the Bylaws may be amended as provided therein.

ARTICLE XIII
SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Eliot J. Safer
10110 San Jose Boulevard
Jacksonville, Florida 32257

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set their hand and seal and caused these Articles of Incorporation to be executed this 28th day of March, 2003.



Eliot J. Safer (SEAL)

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SWORN TO AND SUBSCRIBED before me this 2nd day of March,
2003, by Eliot J. Safer, who is personally known to me or has produced
as identification.

Rosemary M. Caraway
Notary Public

Notary Printed Signature
My Commission expires:



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Sent By: FORD, JETER, BOWLUS, DUSS & MORGAN ; 9042623337;

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TALLAHASSEE, FLORIDA

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ACKNOWLEDGMENT

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



Eliot J. Jeter

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