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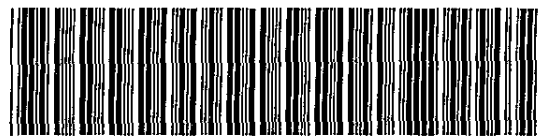
(Business Entity Name)

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**TRANSMITTAL LETTER**

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

**SUBJECT:** Francis Cove Three Homeowners' Association, Inc.  
**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Haywood M. Ball  
Name (Printed or typed)

50 North Laura Street, Suite 2925  
Address

Jacksonville, FL 32202  
City, State & Zip

(904)354-8080  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

cc: Ralph Marcello w/encls.

ARTICLES OF INCORPORATION  
OF  
FRANCIS COVE THREE HOMEOWNERS' ASSOCIATION, INC.  
a Florida not for profit corporation

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TALLAHASSEE, FLORIDA  
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The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation (herein the "Corporation").

ARTICLE I. NAME

The name of the Corporation is FRANCIS COVE THREE HOMEOWNERS' ASSOCIATION, INC.

The principal address of the Corporation at the time of incorporation is 1671 Francis Avenue, Atlantic Beach, Florida 32233.

ARTICLE II. DURATION

The duration of this Corporation is perpetual unless dissolved according to law.

Corporate existence will commence on the date these Articles of Incorporation are filed by the Florida Department of State.

ARTICLE III. PURPOSE

(a) The specific and primary purpose for which this Corporation is organized is to promote the general welfare of its members.

(b) The general purposes for which this Corporation is organized are:

(1) to promote the welfare and benefit of the owners of lands lying within Francis Cove Three and such other units as may hereafter be annexed to the Corporation.

(2) to oversee, administer, support, refurbish and maintain the real and personal property of the Corporation.

(3) to assess, collect and enforce the payment of dues to defray costs incident to the foregoing.

(4) to operate, maintain and manage the Storm Water Management Facility in a manner consistent with the St. Johns River Water Management District Permit No. 42-031-88126-1 requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

(5) to levy and collect adequate assessments against members of the association for the costs of maintenance and operations of the Storm Water Management Facility, which assessments will be used for the maintenance and repair of the Storm Water Management Facility, including, but not limited to, work within the retention areas, drainage structures and drainage easements.

(c) This Corporation is formed and will be operated exclusively for non-profit purposes. No part of any net earnings will inure to the benefit of any member, trustee, or officer of the Corporation except as provided by law.

(d) This Corporation will have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in §617.302 of the Florida Not For Profit Corporation Act, provided, however, that this Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (c) of this Article.

#### ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

All owners of Lots within Francis Cove Three as shown on plat thereof recorded or to be recorded in the public records of Duval County, Florida, said plat being a subdivision of lands described in Exhibit A hereto, will be members of this Corporation (herein, a lot within the subdivision created by the Plat is referred to as a "Lot"). Other members may be admitted in the event additional lands are annexed to and made subject to the administration of this Corporation. The annexation of such additional lands will be evidenced by amendment to these Articles of Incorporation. Membership is transferable and is inseparable from ownership of a Lot. Two classes of membership exist:

Class A Membership: Each Owner (except Developer) is a Class A member of the Association. Regardless of the number of parties owning an interest in a Lot, each Lot is allocated one vote.

Class B Membership: Developer is the sole Class B member of the Association and is allocated five (5) votes for each Lot owned by it. Class B membership shall cease on the earlier of: (a) January 1, 2010, OR (b) when Developer no longer owns any Lot, OR (c) upon the Developer's election to terminate Class B membership, which election will be effective upon Developer's filing of written notice thereof in the public records of Duval County, Florida, OR (d) when seventy-five percent (75.0%) of the Lots have been conveyed to Owners.

\_\_\_\_\_

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 50 North Laura Street, Suite 2925, Jacksonville, Florida 32202, and the name of the corporation's initial registered agent at such address is HAYWOOD M. BALL.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons will serve the Corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
Edwin Borders	1494 East Blue Herron Lane Jacksonville Beach, Florida 32250
Mary-Parker Lamm	10328 LobLolly Lane South Jacksonville, Florida 32246
Ralph Marcello	152 Water Oak Drive Ponte Vedra Beach, Florida 32082

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This Corporation is organized under a non-stock basis.

The Corporation is a not for profit corporation as defined by the Corporation Not For Profit Act in Chapter 617 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this Corporation will be exercised, its properties controlled and its affairs conducted by a board of three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the members.

(b) Election of Directors. The method of electing directors is set forth in the bylaws.

(c) Elective Officers. The officers of this Corporation are a president, a vice president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this Corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers are set forth in the bylaws.

#### ARTICLE IX. INCORPORATOR

The name and address of the incorporator is HAYWOOD M. BALL, 50 North Laura Street, Suite 2925, Jacksonville, Florida 32202.

#### ARTICLE X. BYLAWS.

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, in the manner provided in the bylaws. Any amendment to the bylaws will be binding on all members of this Corporation.

#### ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the members for their vote. Amendments require the approval of at least two-thirds (2/3rds) of the lot owners but may otherwise be adopted as provided in the bylaws.

#### ARTICLE XII. ASSETS UPON DISSOLUTION

In the event the Corporation is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes. In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the Surfacewater or Stormwater Management System must be transferred to and accepted by an entity which would comply with §40C-42.057, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of August, 2003.

Signed and delivered in the presence of:

Susan B. West  
Witness

Haywood M. Ball  
HAYWOOD M. BALL

[TORRESA B. WEST]  
Print name below signature

Valerie L. Baker  
Witness

[Valerie L. Baker]  
Print name below signature

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of August, 2003, by HAYWOOD M. BALL, who [] is personally known to me or [] has produced a Florida Driver's License as identification [].

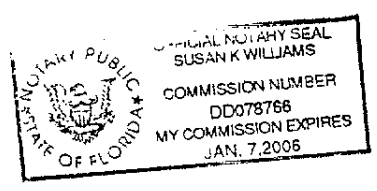
Susan K. Williams  
Notary Public  
State of Florida at Large

[Susan K. Williams]  
Print name below signature

[Affix Notary Stamp]

My Commission Expires: 1/7/06


My Commission No.: DD078766



CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, be it known that FRANCIS COVE THREE HOMEOWNERS' ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named HAYWOOD M. BALL, as its agent to accept service of process within this state.

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

  
HAYWOOD M. BALL

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