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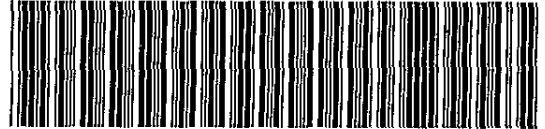
(Business Entity Name)

(Document Number)

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FILED
03 OCT -2 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m/o 3-25448

OB 10/6

GRIFFIN HELWIG
ATTORNEY AT LAW

GRIFFIN HELWIG

August 28, 2003

12428 SAN JOSE BOULEVARD
SUITE 2
JACKSONVILLE, FLORIDA 32223

TELEPHONE (904) 268-7155

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EMAIL: GHELWIG3@BELL SOUTH.NET

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

Re: Daybreak Woods Phase II Homeowners' Association, Inc.

Dear Sir/Madam:

In connection with the above not-for-profit corporation, I have enclosed the original and a copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$78.75 for the required filing fee and cost of a certified copy of the Articles.

Please file the Articles and return the certified copy to me at the above address, and thank you for your assistance in this matter.

Very truly yours,


GRIFFIN HELWIG

GH/abc
Encl.



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 5, 2003

GRIFFIN HELWIG, ESQ.
12428 SAN JOSE BOULEVARD
SUITE 2
JACKSONVILLE, FL 32229

SUBJECT: DAYBREAK WOODS PHASE II HOMEOWNERS' ASSOCIATION,
INC.
Ref. Number: W03000025448

We have received your document for DAYBREAK WOODS PHASE II HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 603A00049687

ARTICLES OF INCORPORATION
OF
DAYBREAK WOODS PHASE II HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
03 OCT -2 PM 3:59
STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, by these articles, associates himself for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopts the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is **DAYBREAK WOODS PHASE II HOMEOWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

ARTICLE II. TERM OF EXISTENCE

The association shall have perpetual existence.

ARTICLE III. PURPOSE

This association is organized for the purpose of providing an entity for the operation of a homeowners' association located in Duval County, Florida, and known as DAYBREAK WOODS PHASE II HOMEOWNERS' ASSOCIATION, to be created under the covenants, restrictions and easements of DAYBREAK WOODS PHASE II, as recorded in Plat Book 55, pages 16, 16A, 16B, 16C, 16D and 16E, of the current public records of Duval County, Florida, and any additional Future Development Property, which are annexed under the covenants, restrictions and easements.

ARTICLE IV. MEMBERS

Membership. The Association shall have two classes of voting membership:

Class A - Class A Members shall be all Owners who have taken title to one or more Lots, excluding the Developer. A Class A Member shall be entitled to one vote for each Lot owned by such Member. When a Lot is owned by more than one person, all such persons shall be Members. The vote for such Lot shall be exercised as the Owners determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B - The Class B Member shall be Developer, which shall be initially entitled to a number of votes equal to the number of Lots in the Property, plus one. The total number of votes

of the Class B Member shall be increased at the time of annexation of Future Development Property to a number equal to the number of Lots included on the plat of the Property and the Future Development Property, plus one. The total number of votes of the Class B Member shall increase as herein set forth each time a portion of the Future Development Property is annexed as provided in this Declaration. Class B Membership shall terminate upon the happening of one of the following events, whichever first occurs: (i) when Developer has conveyed one hundred percent (100%) of the Lots located on the Property and the Future Development Property, if annexed as herein provided, or (ii) at such earlier date as Developer, in his sole discretion, may determine.

ARTICLE V. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 12428 San Jose Boulevard, Suite 2, Jacksonville, Florida, 32223, and the name of the initial registered agent of this corporation at that address is GRIFFIN HELWIG.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The number of persons constituting the first board of directors shall be three and their names and addresses are as follows:

NAME	ADDRESS
Frank Blazeovich	14000 Rockland Road Libertyville, Illinois 60048
Michael Blazeovich	14000 Rockland Road Libertyville, Illinois 60048
James T. Pearce	12297 Hidden Hills Drive Jacksonville, Florida 32223

The directors shall be elected in accordance with the by-laws.

The name and address of the sole incorporator to these articles is as follows:

NAME	ADDRESS
Frank Blazeovich	14000 Rockland Road Libertyville, Illinois 60048

The corporation's mailing address is 14000 Rockland Road, Libertyville, Illinois, 60048.

ARTICLE VII. BYLAWS


The board of directors shall adopt bylaws consistent with these articles. The bylaws may be amended by members in accordance with the terms set forth in the bylaws.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

These articles may be amended by the Class B Membership (for so long as there is a Class B Membership).

These articles may be amended by written amendment signed by 75% of the lot owners after a proposed amendment is made by not fewer than 50% of the lot owners at a duly called meeting of the Association in accordance with the bylaws.

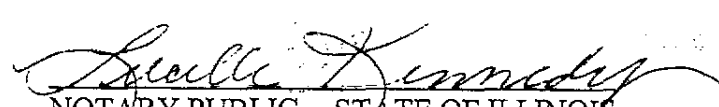
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this the 22 day of August, 2003.


FRANK BLAZEVOICH, Incorporator

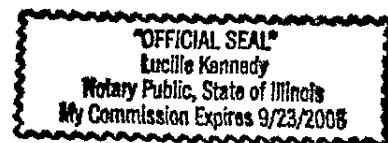
STATE OF ILLINOIS

COUNTY OF LAKE

Before me, the undersigned authority, on this 22 day of August, 2003, personally appeared FRANK BLAZEVOICH, who is personally known to me/..... produced as identification, and who was sworn and says that the foregoing is true.

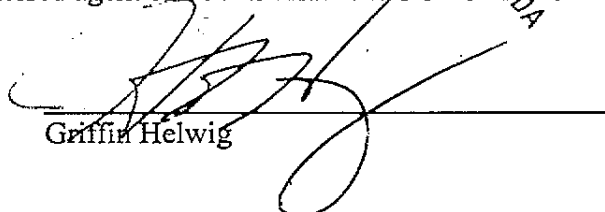

NOTARY PUBLIC -- STATE OF ILLINOIS
Print Name: LUCILLE KENNEDY

My Commission Expires: 9/23/2006



ACCEPTANCE OF REGISTERED AGENT

I HEREBY accept designation as the registered agent of DAYBREAK WOODS PHASE II
HOMEOWNERS' ASSOCIATION, INC.


Griffin Helwig

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA