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TALLAHASSEE, FLORIDA

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APR 1 2005

MARSHALL E. WOOD, P.A.
ATTORNEY AT LAW
SUITE 100, ALLAN BUILDING
303 CENTRE STREET
FERNANDINA BEACH, FLORIDA 32034

MARSHALL E. WOOD

904/277-4666
FAX # 904/277-6611

March 16, 2005

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Captains Point Homeowners Association, Inc.
A Florida Not For Profit Corporation

Dear Sirs:

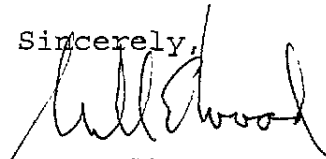
Enclosed please find the Articles of Organization for CAPTAINS POINT HOMEOWNERS ASSOCIATION, INC., a Florida not for profit corporation. Also enclosed is my check in the amount of \$70.00 for the following costs:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00

Please file the Articles of Incorporation and return your confirmation to me at the address shown above.

Thank you for your assistance in this matter.

Sincerely,


Marshall E. Wood

Enclosures

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CAPTAINS POINTE HOMEOWNERS ASSOCIATION, INC.

ARTICLE I. NAME

The name of this corporation is CAPTAINS POINTE HOMEOWNERS ASSOCIATION, INC. This corporation is organized as a corporation not for profit pursuant to Chapter 617, Florida Statutes.

ARTICLE II. PRINCIPAL OFFICE

The initial Post Office address of the corporation's principal office is: 641 Barnwell Road, Fernandina Beach, FL 32034.

ARTICLE III. DURATION

The period of the duration of this corporation is perpetual.

ARTICLE IV. PURPOSE

Section 1. The primary purpose for which this corporation not for profit is organized, is as follows:

As a membership based association of lot owners in CAPTAINS POINTE SUBDIVISION (the "Subdivision"); to provide for a homeowners association to manage and maintain common properties; to levy and collect assessments for the management and duties required of the association; to administer and enforce the covenants and restrictions affecting properties in the Subdivision; and to otherwise provide for the safety and welfare of owners within the subdivision; and further to operate and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District permit Number 42-089-95484-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions for Captains Point Subdivision which

relate to the surface water or stormwater management system.

Section 2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization under Chapter 617 of the Florida Statutes.

Section 4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding the forgoing, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE V. POWERS

In addition to any powers provided by Section 617.021 of the Florida Statutes, or any other Florida Statute, the Association shall have the following powers:

Section 1. To receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal or the income therefrom, immediately or in the future, or as provided by the conditions of a trust.

Section 2. To hold, use, dispose of, invest, manage, disburse and properly account for assets subject to its control.

Section 3. To borrow or raise money, and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage, pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, where the assets to be encumbered are not subject to limitations which would be prohibitive of the same.

Section 4. To operate and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District permit Number 42-089-95484-1 requirements and applicable District rules.

Section 5. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by Federal or state law.

ARTICLE VI. CAPITAL STOCK

The Corporation shall have no capital stock, and no Member shall have any right or title to any asset of the Corporation.

ARTICLE VII. MEMBERSHIP

Membership in the Association shall be open to the persons or entities owing lots in Captains Pointe Subdivision, and to no other person or persons or entities. A membership meeting shall be held annually at a time and place designated in the By-Laws of this corporation, at which meeting each member present shall be entitled to one vote in determining the affairs of the corporation.

ARTICLE VIII. DIRECTORS AND OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors whose election shall be as stated in the By-Laws. The officers of the Corporation shall be elected by the Board of Directors. The office, term and manner of election of officers shall be as stated in the By-Laws.

ARTICLE IX. AMENDMENT

These Articles of Incorporation may be amended by two-thirds vote of the Board of Directors present at any meeting at which a quorum is present, such action to be effective upon filing same with the Secretary of State of the State of Florida or as is otherwise provided by law.

ARTICLE X. SUBSCRIBERS AND FIRST BOARD OF DIRECTORS

The following natural person shall hereby subscribe to these Articles and shall serve as the incorporator and as the first member of the Board of Directors of the corporation:

DONALD SKIPPER

641 Barnwell Road
Fernandina Beach, FL 32034

ARTICLE XI. INITIAL OFFICERS

The initial officers of the corporation who shall serve until there successors are elected by the Board of Directors are:

DONALD SKIPPER

President

641 Barnwell Road
Fernandina Beach, FL 32034

PAMELA SKIPPER

Secretary/
Treasurer

641 Barnwell Road
Fernandina Beach, FL 32034

ARTICLE XII. REGISTERED AGENT

The name and address of the initial registered agent of this corporation is: DONALD SKIPPER, 641 Barnwell Road, Fernandina Beach, FL 32034.

IN WITNESS WHEREOF, I, the undersigned subscribed incorporator, has hereunto set my hand and seal on this the 11TH day of MARCH, 2005, for the purposes of forming this corporation not for profit under the laws of the State of Florida.

Donald Skipper
DONALD SKIPPER

STATE OF FLORIDA

COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 11TH day of MARCH, 2005, by DONALD SKIPPER, who is ✓ personally known to me or _____ who has produced _____ as identification.

Will E. Wood
Name:
Notary Public, State of Florida

My Commission Expires



CERTIFICATION OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

CAPTAINS POINTE HOMEOWNERS ASSOCIATION, INC.

2. The name and address if the registered agent and office is:

DONALD SKIPPER
(Name)

641 Barnwell Road
(P. O. Box not acceptable)

Fernandina Beach, FL 32034
(City/State/Zip)

Signature Donald Skipper
(corporate Officer)

Title: INCORPORATOR

Date: MARCH 11, 2005

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature Donald Skipper
Donald Skipper

Date MARCH 11, 2005

AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA