

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite L, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

96 DEC -5 PM 2:12
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

W96-25499

AL DEC - 6 1996

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAP _____

WALK-IN
 Will Pick Up 125 125

796000006198

RE: Dixie Crossing Homeowners'
Association, Inc.

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> (1) Corl. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
0000020205 10-20		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 5, 1996

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: DIXIE CROSSING HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W96000025499

We have received your document for DIXIE CROSSING HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 196A00054618



Corrected

DIVISION OF CORPORATIONS

96 DEC -6 AM 8 49

RECEIVED

**ARTICLES OF INCORPORATION
OF
DIXIE CROSSINGS HOMEOWNERS' ASSOCIATION, INC.
(A Non-profit corporation)**

FILED

96 DEC -5 PM 2:13

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

We, the undersigned, acting as incorporators of a nonprofit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation for such corporation.

I. NAME

The name of this corporation shall be DIXIE CROSSINGS HOMEOWNERS' ASSOCIATION, INC., hereinafter sometimes referred to as the "Association."

II. NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. 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 Member, Directors or Officers, except to the extent permissible under law.

III. DURATION

The duration (term) of the Corporation is perpetual.

IV. PURPOSE

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To enforce the Declaration of Restrictions, Easements and Covenants of Dixie Crossings (the "Declaration"), consisting of single family residences in Pinellas County, Florida to be the Association referred to in said Declaration, and to assess Owners in accordance with said Declaration.

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.

V. 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.

VI. MEMBERS

The Corporation shall have Voting Members who shall be selected as provided in the Bylaws and shall have all rights and privileges of members of the Corporation. The Bylaws shall also provide for Nonvoting Members, who shall consist of all of those persons who are, from time to time, the record fee simple title holders of single family residences in Dixie Crossings consisting of single family residences as set forth in the Declaration of Restrictions, Easements and Covenants of Dixie Crossings recorded in the Public Records of Pinellas County, Florida, which are constructed upon portions of the real property legally described upon the attached Exhibits "A" and "B". The Nonvoting Members shall have such rights and privileges as are set forth in the Bylaws, but shall not have the right to vote. The Developer of Dixie Crossings shall transfer control of the Association to the Owners not later than (a) sixty (60) days after the Developer has sold the last single family residence to its final retail purchaser, or (b) five (5) years after the date of the Declaration, whichever is later; and each Owner shall thereafter be a Voting Member of the Association and its voting privileges cannot thereafter be suspended or removed as long as it remains a Owner.

VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 5999 Central Avenue, Suite 202, St. Petersburg, FL 33710 and the name of its initial Registered Agent at that address is D & B Corporate Services, Inc.

The principal address is 5591 - 150th Avenue North, Clearwater, FL 34620

VIII. 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. The Voting Members shall elect the Directors at the annual meeting of Voting Members.

The Bylaws may provide for ex officio and honorary Directors and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

Name	Address
Jeffery M. Hoyt	5591 - 150th Avenue North Clearwater, FL 34620
Arthur T. Doyle	1717 Doncaster Road Clearwater, FL 34624
Sandra Robertson	8108 - 6th Street North St. Petersburg, FL 33702

IX. OFFICERS

The Officers of the Corporation may consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

X. INCORPORATORS

The name and address of each Incorporator (Subscriber) is as follows:

Name	Address
Jeffery M. Hoyt	5591 - 150th Avenue North Clearwater, FL 34620

XI. 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.

XII. 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.

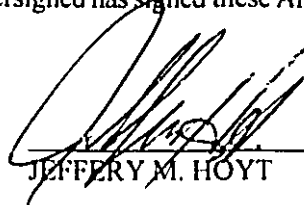
XIII. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

XIV. COMMENCEMENT OF CORPORATE EXISTENCE

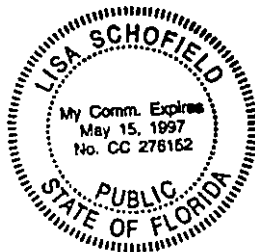
In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

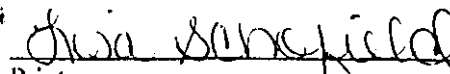
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 3 day of December, 1996.


JEFFERY M. HOYT

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 3 day of December, 1996, by JEFFERY M. HOYT, who is personally known to me or has produced _____ as identification and did (did not) take an oath.




Print: _____
NOTARY PUBLIC - STATE OF FLORIDA

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for **DIXIE CROSSINGS HOMEOWNERS' ASSOCIATION, INC.**, at the registered office designated in these Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

D & B CORPORATE SERVICES, INC.

By: _____

BRIAN P. DEEB, President

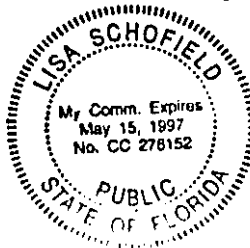
STATE OF FLORIDA)
COUNTY OF PINELLAS)

BEFORE ME, the undersigned authority, personally appeared BRIAN P. DEEB, President of D & B CORPORATE SERVICES, INC., and he acknowledged that he executed the foregoing Consent of Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 5 day of Dec., 1996.

NOTARY PUBLIC

My Commission Expires:



FILED
96 DEC -5 PM 2:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA