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March 11, 1998

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Secretary of State

State of Florida

Division of Corporations

Post Office Box 6327

Tallahassee, Florida 32314

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Re: Hawkins Cove Owners Association, Inc.

Dear Sir or Madam:

In connection with the above referenced corporation, enclosed please find the original Articles of Incorporation to be filed with the Secretary of State. I also enclose our firm check in the amount of \$122.50 for the cost of the filing fee.

I enclose a copy of the Articles of Incorporation and would appreciate you stamping and returning the same to me.

Should you have any questions or comments, please do not hesitate to call.

Very truly yours,



Evie Adams, as Assistant to
Clifford B. Newton

:esa

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 9:42

RP
03-16-98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAR 13 AM 9:42

ARTICLES OF INCORPORATION

OF

HAWKINS COVE OWNERS ASSOCIATION, INC.

The undersigned natural persons, all of whom are citizens of the State of Florida, acting as incorporators under the laws of the State of Florida, Chapter 617, Florida Statutes, applicable to corporations not for profit, do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE

The name of the corporation shall be HAWKINS COVE OWNERS ASSOCIATION, INC.

ARTICLE TWO

The corporation is a non-profit corporation.

ARTICLE THREE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE FOUR

This Association is formed to be the corporate entity which is to be responsible for the common areas, storm and/or surface water management systems, and for the performance of certain duties and the enforcement of certain rights as provided in the Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in Duval County, Florida, for all phases of the subdivision to be known as Hawkins Cove and located in Duval County, Florida.

The Association shall operate, maintain and manage the surface water and stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 4-031-0599-ERE, requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water and stormwater management system(s).

The assessments shall be used for the maintenance and repair of the surface water and stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE FIVE

The members of the corporation shall be all fee simple lot owners in all phases of the subdivision to be known as Hawkins Cove in Duval County, Florida. Upon the purchase of a lot, the lot owners shall automatically become Class A members as defined in the covenants and restrictions of Hawkins Cove to be recorded. Membership shall be appurtenant to, and inseparable from, ownership of a lot.

ARTICLE SIX

The street address of the initial principal business office of the corporation is 11217 San Jose Boulevard, Jacksonville, Florida 32223. The address of the registered office and the name of the initial Registered Agent are: CLIFFORD B. NEWTON, 10192 San Jose Boulevard, Jacksonville, Florida, 32257.

ARTICLE SEVEN

This corporation shall never have less than THREE (3) Directors. The number of Directors constituting the initial Board of Directors of the Corporation is THREE (3) and the names and addresses of the persons who are to serve as the initial Directors until the first election shall be as follows:

1. KENNETH L. JOHNS, JR.
11217 San Jose Boulevard
Jacksonville, Florida 32223
2. ELINORE C. COX
11217 San Jose Boulevard
Jacksonville, Florida 32223
3. DEBORAH H. DUNBAR
11217 San Jose Boulevard
Jacksonville, Florida 32223

Directors shall serve and be appointed as provided in the By-Laws of the Association.

ARTICLE EIGHT

The names and addresses of the Subscribers to these Articles of Incorporation are listed in Article Seven above.

ARTICLE NINE

The affairs of the Corporation are to be managed by the Officers of the Corporation who shall be appointed by the Board of

Directors. The names, addresses and offices of the persons who are initially to serve as officers of the Corporation are as follows:

KENNETH L. JOHNS, JR. - President
11217 San Jose Boulevard
Jacksonville, Florida 32223

ELINORE C. COX - Vice President
11217 San Jose Boulevard
Jacksonville, Florida 32223

DEBORAH H. DUNBAR - Secretary
11217 San Jose Boulevard
Jacksonville, Florida 32223

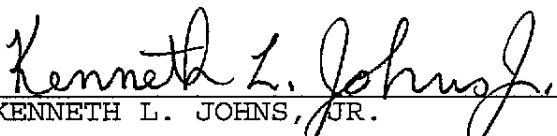
ARTICLE TEN

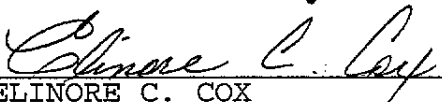
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

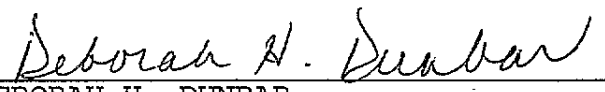
ARTICLE ELEVEN

The power to alter, amend or repeal the By-Laws or Articles of Incorporation or to adopt new By-Laws shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or with the Articles of Incorporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10 day of March, 1998.


KENNETH L. JOHNS, JR.


ELINORE C. COX


DEBORAH H. DUNBAR

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST, that HAWKINS COVE OWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 11217 San Jose Boulevard, Jacksonville, Florida, 32223, has named CLIFFORD B. NEWTON, located at the registered office of the corporation, to-wit, 10192 San Jose Boulevard, Jacksonville, Florida, 32257, 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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

REGISTERED AGENT

CLIFFORD B. NEWTON

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 AM 9:42

STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 14th day of March, 1998, by Clifford B. Newton, who is personally known to me.

Eva S. Adams
Notary Public, State of Florida



Eva S. Adams
MY COMMISSION # CC621092 EXPIRES
February 12, 2001
BONDED THRU TROY FAIN INSURANCE, INC.