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RECEIVED
AUG 01 2006
Ans'd _____

July 31, 2006

Mr. William R. Cesery, Jr.
William R. Cesery Company
1450-3 San Marco Boulevard
Jacksonville, Florida 32207

Re: Dames Point Crossing Association, Inc.

Dear Bill:

Enclosed are the original partially executed By-Laws of Dames Point Crossing Association, Inc. Please have this signed by Tom Burnett and returned to me for insertion in the Minute Book.

Also, enclosed for your information are copies of the following:

1. Articles of Incorporation which were filed with the State of Florida on July 28, 2006; and
2. Application for Employer Identification Number assigning number 20-5290607 to the Association.

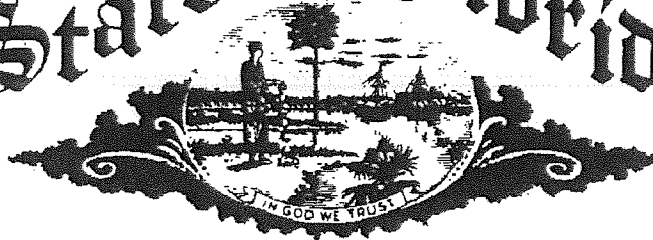
If you have any questions, please call. Thank you.

Sincerely,


Bert C. Simon

BCS/nem
Enclosures

State of Florida



Department of State

I certify from the records of this office that DAMES POINT CROSSING ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on July 28, 2006.

The document number of this corporation is N06000008017.

I further certify that said corporation has paid all fees due this office through December 31, 2006, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 406A00047949-073106-N06000008017-1/1, noted below.

Authentication Code: 406A00047949-073106-N06000008017-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirty-first day of July, 2006



Sue M. Cobb
Sue M. Cobb
Secretary of State



July 31, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

DAMES POINT CROSSING ASSOCIATION, INC.
1450-3 SAN MARCO BOULEVARD
JACKSONVILLE, FL 32207

The Articles of Incorporation for DAMES POINT CROSSING ASSOCIATION, INC. were filed on July 28, 2006, and assigned document number N06000008017. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H06000191257.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4 or by going to their website at www.irs.ustreas.gov.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Valerie Herring
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 406A00047949

P.O BOX 6327 - Tallahassee, Florida 32314

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of DAMES POINT CROSSING ASSOCIATION, INC., a Florida corporation, filed on July 28, 2006, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H06000191257. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N06000008017.

Authentication Code: 406A00047949-073106-N06000008017-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Thirty-first day of July, 2006



Sue M. Cobb

Sue M. Cobb
Secretary of State

**ARTICLES OF INCORPORATION
OF
DAMES POINT CROSSING ASSOCIATION, INC.
A Corporation Not for Profit**

The undersigned residents of the State of Florida hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, and certify:

**ARTICLE I
Name**

The name of this corporation is Dames Point Crossing Association, Inc., called the "Association" in these Articles.

**ARTICLE II
Office and Registered Agent**

The Association's principal office is 1450-3 San Marco Boulevard, Jacksonville, Florida 32207 and the initial registered agent of the Association at that address is William R. Cesery, Jr. Both the Association's registered office and registered agent may be changed from time to time as provided by Law.

**ARTICLE III
Purpose and Powers of the Association**

The Association does not contemplate pecuniary gain or profit to its members. It is formed to provide an entity to perform the responsibilities of the "Association", as set forth in the Declaration of Covenants and Restrictions for Dames Point Crossing, as amended from time to time (the "Declaration") recorded or to be recorded in the Public Records of Duval County, Florida. Without limitation, the Association is empowered to:

(a) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) Property. Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs in accordance with provisions of the Declaration.

(c) Assessments. Fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to the Declaration, including adequate assessment of fees for the costs of operation and maintenance of the Surface Water or Stormwater Management System.

(d) Costs. Pay all costs, expenses, and obligations incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(e) Maintenance. To maintain, manage, repair, replace and operate all of the Common Areas and the Common Maintenance Areas, and to perform the other maintenance responsibilities of the Association set forth in the Declaration, including but not limited to the Surface Water or Stormwater Management System and all associated facilities. The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the requirements of the permits issued by the St. Johns River Water Management District ("SJRWMD") or the Florida Department of Environmental Protection ("FDEP") applicable to the Property and applicable SJRWMD or FDEP rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the maintenance of the Surface Water or Stormwater Management System. In the event of termination, dissolution or 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 SJRWMD prior to such termination, dissolution or liquidation.

(f) Reconstruction. Reconstruct improvements after casualty and construct further improvements to the Common Areas.

(g) Borrowings. To borrow money and, with the approval of all of its members as required by the Declaration, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(h) Regulations. From time to time adopt, amend, rescind, and enforce reasonable rules and regulations consistent with the rights and duties established by the Declaration.

(i) Contract. Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property.

(j) Enforcement. To enforce the Declaration of Covenants and Restrictions relating to the operation and maintenance of the Surface Water or Stormwater Management System.

(k) General. Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

ARTICLE IV
Membership

Every Owner of a Parcel is a member of the Association. The Declarant is a member of the Association for each Parcel owned and as to all portions of the Property owned by Declarant that have not been designated as Parcels. An Owner of more than one Parcel is entitled to one membership for each Parcel owned. Each membership appurtenant to a Parcel is transferred automatically by conveyance of title to that Parcel whereupon the membership of the previous Owner automatically terminates. Membership in the Association may not be transferred or encumbered except by the transfer of title to a Parcel.

ARTICLE V
Voting Rights

Section 1. Voting Rights and Classifications.

(a) General. Except as provided herein, voting rights within the Association shall be determined by the size of the Parcel to which the membership is appurtenant. Each Parcel shall have one vote for each acre (rounded to the nearest whole number) of "useable land" contained within the Parcel. "Useable land" means land not designated as jurisdictional wetlands by the SJRWMD or the USACE, and not contained within stormwater retention ponds or lakes. Provided however: (i) each Parcel shall have at least one vote; (ii) there shall be no fractional votes; (iii) Declarant shall have nine (9) votes for each acre (rounded to the nearest whole number) contained within Parcels owned by Declarant and contained within all portions of the Property owned by Declarant that have not been designated as Parcels.

(b) Classification. The Association has two classes of voting membership:

(i) Class A. So long as there is Class B membership, Class A members are all Owners, except Declarant. Upon termination of Class B Membership, Class A members are all Owners, including Declarant so long as Declarant is a member of the Association.

(ii) Class B. The Class B member is Declarant. As set forth above, Declarant is entitled to nine (9) votes for each acre (rounded to the nearest whole number) within a Parcel owned by Declarant and nine (9) votes for each acre (rounded to the nearest whole number) contained within portions of the Property owned by Declarant and not designated as Parcels. The Class B membership will cease and be converted to Class A membership upon the happening of the following events, whichever occurs first: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; (ii) the date elected by Declarant in a written notice to the Association; or (iii) ten (10) years from the recording date of the Declaration.

Section 2. Parcel Subdivision. If a Parcel is subdivided other than by Declarant, the owners of each parcel or tract within the Parcel shall all be members of the Association, but the total votes allocated to the Parcel pursuant to the above described acreage allocation shall not change. All the owners within a Parcel shall execute and file with the secretary of the

Association a certificate designating an authorized representative to vote on behalf of all such Owners or a certificate dividing the total number of votes allocated to the Parcel among the various subparcels. No fractional votes shall be permitted.

Section 3. Condominiums. If any Parcel shall be developed as a condominium or other form of development in which there is established an association of owners within the Parcel, then the total votes allocated to the Parcel pursuant to Section 1 of this Article shall not change and no fractional votes shall be permitted. Furthermore, the association shall be the sole member of the Association for such Parcel and shall exclusively exercise all membership privileges and voting rights appurtenant to such Parcel on behalf of the owners of units located thereon.

Section 4. Designation of Voting Representatives. If title to a Parcel is held by a corporation, partnership, limited liability company, or other business entity, the secretary of the corporation, the managing general partner or member, or other duly authorized entity representative shall file with the Association a certificate designating an authorized voting representative of the entity which shall be effective until rescinded. If more than one Person owns a record fee simple interest to an entire Parcel, all such Persons are members, although the total votes allocated to the Parcel pursuant to Section 1 of this Article shall not change and no fractional vote shall be permitted. Each co-owner shall file with the Association a certificate designating an authorized voting representative for the Parcel which shall be effective until rescinded.

Section 5. Voting Records. The Association shall maintain records identifying the members of the Association and the total votes in the Association. As Declarant conveys Parcels to other Persons, Declarant shall from time to time (but not less frequently than annually) advise the Association of the conveyance and identity of the grantee of the Parcel, and the number of Parcels then owned by Declarant following the conveyance. Upon the request of any Owner or mortgagee of a Parcel, the Association shall issue a certificate in recordable form stating the number of votes allocated to the Parcel and the total votes within the Association.

ARTICLE VI

Board of Directors

Section 1. Number and Term. The Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors may be changed from time to time upon the affirmative vote of two-thirds (2/3) of the total voting interests in the Association, and the affirmative vote of the Declarant. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election. For so long as there is a Class B membership, the Declarant shall appoint all Directors. Thereafter, all Directors are elected by written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles and the persons receiving the largest number of votes are elected, provided however, each Parcel Owner shall be entitled to elect one member of the Board of Directors. Cumulative voting is not permitted.

Section 3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
William R. Cesery, Jr.	1450-3 San Marco Boulevard Jacksonville, Florida 32207
Barbara Cesery	1450-3 San Marco Boulevard Jacksonville, Florida 32207
Tom Burnett	1450-3 San Marco Boulevard Jacksonville, Florida 32207

ARTICLE VII
Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Names and Addresses</u>	<u>Office</u>
William R. Cesery, Jr. 1450-3 San Marco Boulevard Jacksonville, Florida 32207	President
Barbara Cesery 1450-3 San Marco Boulevard Jacksonville, Florida 32207	Vice President
Tom Burnett 1450-3 San Marco Boulevard Jacksonville, Florida 32207	Secretary/Treasurer

ARTICLE VIII
Existence and Duration

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. This Association exists perpetually. 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 SJRWMD prior to such termination, dissolution or liquidation.

ARTICLE IX
By-Laws

The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by the affirmative vote of two-thirds (2/3) or more of the total votes in the Association at any regular or special meeting duly called and convened, and the affirmative vote of Declarant for so long as Declarant is a member of the Association.

ARTICLE X
Amendments

Amendments to these Articles may be proposed in the manner from time to time provided by the laws of the State of Florida and shall be adopted if approved by the affirmative vote of two-thirds (2/3) of the total votes in the Association at any regular or special meeting duly called and convened and by the affirmative vote of Declarant for so long as Declarant is a member of the Association.

ARTICLE XI
Voting Requirements

Section 1. Percentage Requirements. Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of a greater number, the majority vote of those voting members or representatives present at a duly called and convened meeting shall constitute the act of the membership.

Section 2. Two-Thirds Approval. In addition to any other matters specified in the Declaration as requiring approval of two-thirds of the Owners, the following must be approved by two-thirds (2/3) or more of the members of the Association present in person or by proxy at a duly called meeting: (i) any mortgaging of this Association's property; (ii) dissolution of this Association; and (iii) dedication of Common Areas to any public agency, authority, or utility.

Section 3. Notice, Proxies, and Quorum Requirements. Written notice of any membership meeting must be given to all members not less than ten (10) days, nor more than sixty (60) days, in advance of such meeting, setting forth its purpose. The presence in person or by proxy, of members entitled to cast a one-third (1/3) of the total votes of the membership constitutes a quorum. If the required quorum is not present or represented, the members entitled to vote shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting.

Proxies must be registered with the Secretary of the Association prior to members meetings. Proxies may be used to determine presence for quorum purposes.

Section 4. Written Action. Any action that may be taken at any membership meeting, may be taken without a meeting and without a vote if: (i) written notice of the proposed action has been given to all members; (ii) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (iii) within ten (10) days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 5. Certification. An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XII
Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporator intends their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

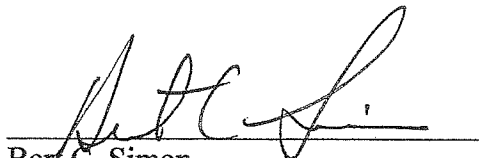
ARTICLE XIII
Incorporator

The name and address of the incorporator of this corporation is:

Bert C. Simon

1660 Prudential Drive, Suite 203
Jacksonville, Fl. 32207

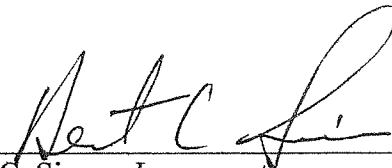
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 27th day of July, 2006.


Bert C. Simon

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Dames Point Crossing Association, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit has named William R. Cesery, Jr., whose maintains an office at 1450-3 San Marco Boulevard, Jacksonville, Florida 32207 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

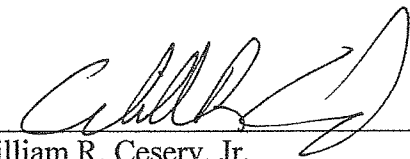
DATED this 27th day of July, 2006.

By: 
Bert C. Simon, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 27th day of July, 2006.


William R. Cesery, Jr.