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Patrick J. Faucheux
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January 31, 2002

Division of Corporation

P.O. Box 6327

Tallahassee, FL 32314

RE: Restated Articles of Incorporation
St. Andrews Bay Center, inc.

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-02/06/02--01062--001

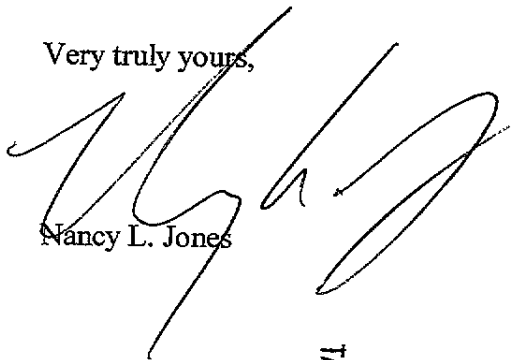
*****35.00 *****35.00

To Whom It May Concern:

Enclosed please find our Restated Article of Incorporation for St. Andrew Bay Center, Inc. along with a check in the amount \$35.00 for the filing fee.

Please send me confirmation of filing the Restated Articles of Incorporation. Should you need any further information please do not hesitate to contact me.

Very truly yours,


Nancy L. Jones

NLJ/rjb
encl.

FILED
02 FEB - 6 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Restated

T BROWN FEB - 7 2002

RESTATED ARTICLES OF INCORPORATION FOR ST. ANDREW BAY CENTER, INC.

In Compliance with Chapter 617, F.S. (Not for Profit)
The undersigned acting as incorporators of a corporation pursuant to
Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

FILED
02 FEB -6 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I Name

The name of the corporation shall be **St. Andrew Bay Center, Inc.**

ARTICLE II Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation shall be:

St. Andrew Bay Center, Inc.
1804 Carolina Avenue
P. O. Box 1320
Lynn Haven, FL 32444

ARTICLE III Purpose

The purpose for which the corporation is organized to promote the general welfare of disabled citizens of the County of Bay and to advise and aid parents in the solution of their problems, and to coordinate their efforts and activities.

ARTICLE IV Manner of Election of Directors

The manner in which the directors are elected or appointed is per the Bay-Laws.

ARTICLE V Directors/Officers

Charles Gobat, President
4439 Vista Dr.
Lynn Haven, FL 32444

Diane Stewart, Vice President
1022 West 23rd St.
P. O. Box 59950
Panama City, FL 32412

Steve Rudloff, Treasurer
2901 West 23rd St.
Panama City, FL 32405

Sharon Gamble
1022 Clemson Circle
Panama City, FL 32405

Randall Lewis
1404 Lincoln Ave.
P. O. Box 15302
Panama City, FL 32406

Robert Radcliff
902 Joan Lane
Panama City, FL 32404

ARTICLE VI
Initial Registered Agent and Street Address

The name and street address of the registered agent is:

R. Jan Pearce
1804 Carolina Avenue
Lynn Haven, FL 32444

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



JAN PEARCE, Registered Agent

1/10/02

Date

JAN PEARCE

Typed or Printed Name

The date of adoption of the Restated Articles of Incorporation was October 18, 2001

Membership did vote to change to reflect new By-Laws, October 18, 2001. There are no members entitled to vote on the restatement. The restated Articles of Incorporation were adopted by the board of directors.



BILL GOBAT, President

BILL GOBAT

Typed or Printed Name

1/10/02

Date