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Amend & Restated Articles



February 5, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ELLIEMAESHELLY, INC.,
4399 COMMONS DRIVE
SUITE 300
DESTIN, FL 32541

SUBJECT: ELLIEMAESHELLY, INC.,
REF: N08000010560

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

ELLIEMAESHELLY, INC.

In compliance with the requirement of Chapter 617 of the Florida Statutes, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I - NAME

The name of the corporation is ElliemaesShelly, Inc. (the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal office of the association is located at 4399 Commons Drive East, Ste. 300, Destin, Florida 32541.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

The individual who is hereby appointed as the initial resident agent is Davage J. Runnels, III, at 4399 Commons Drive East, Ste. 300, Destin, Florida 32541.

ARTICLE IV - GENERAL PURPOSE AND POWERS

The Corporation is a corporation not for profit and is irrevocably organized, dedicated to, and shall be operated exclusively for, nonprofit purposes. This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under § 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding sections of any future U.S. federal tax code (collectively, the "Code"), and all within the meaning of these terms as defined by the Code or governing regulations concerning § 501(c)(3) organizations. The activities of this Corporation shall be in furtherance of the religious purposes enumerated in this paragraph to the extent that said activities are not inconsistent with § 501(c)(3) of the Internal Revenue Code.

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ARTICLE V - PROHIBITED ACTIVITIES

No part of the income, assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse for expenses paid on behalf of the Corporation in furtherance of its exempt purposes set forth herein, and to make payments and distributions in furtherance of its exempt purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Nor shall this Corporation engage in any activities that will characterize it as an "action" organization. Furthermore, notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under § 501(c)(3) of the Code or the corresponding provision of any future U.S. federal tax code, or (b) by any corporation, contributions to which are deductible under § 170(c)(2) of the Code or the corresponding provision of any future U.S. federal tax code. The Corporation shall not carry on any activities which do not further its exempt purposes, except where any such non-exempt activities are an insubstantial part of the Corporation's activities.

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ARTICLE VI - DISSOLUTION

Upon the dissolution of the Corporation, or upon partial liquidation if permitted by law, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be turned over, delivered, conveyed and distributed for one or more exempt purposes within the meaning of § 501(c)(3) and § 170(c)(2) of the Code, or the corresponding section of any future U.S. federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose, upon approval by the Managers through consent action or at any regular or specially called meeting. Any such assets not so disposed shall be disposed by a Court of competent jurisdiction 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.

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's assets shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only as set forth above.

ARTICLE VII - DIRECTORS

The affairs of this association shall be managed by a board of not less than three or more than nine directors. The number of directors may be changed by amendment of the By-Laws, but shall never be less than three. The manner in which directors are elected or appointed is as provided in the Bylaws of the Corporation.

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ARTICLE VIII - INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

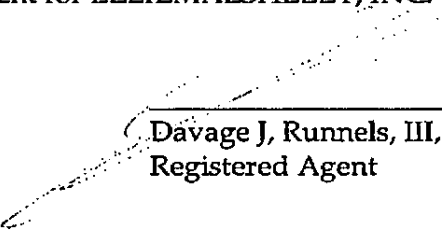
Davage J. Runnels, III (Trey)
4399 Commons Drive East, Ste. 300
Destin, Florida 32541

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the subscribing incorporator of this association, have executed these Articles of Incorporation this 4th day of February, 2009.



Davage J. Runnels, III

I, Davage J. Runnels, III, hereby am familiar with and accept the duties and responsibilities as registered agent for ELLIEMAESHELLY, INC.



Davage J. Runnels, III,
Registered Agent

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STATE OF FLORIDA

COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 4th day February 2009, by Davage J. Runnels, III, as incorporator and registered agent, who is personally known to me and who did not take an oath.



Stephanie Premin

Notary Public

Print Name: *Stephanie Premin*

My Commission Expires: *April 25, 2009*

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