

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000062017

Qualified Intermediary
umo

800003302448-2

-06/23/00--01027--025

*****78.75 *****78.75

Signature _____

Requested by LS

Name _____

Date 6/23

Time 9:07

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

RECEIVED
TALLAHASSEE, FLORIDA

00 JUN 26 PM 3:39

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TALLAHASSEE, FLORIDA

00 JUN 23 AM 10:30

RECEIVED

JUN 26 2000



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 23, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET STE 1
TALLAHASSEE, FL 32302

SUBJECT: QUALIFIED INTERMEDIARY, INC.
Ref. Number: W00000016104

We have received your document for QUALIFIED INTERMEDIARY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 800A00035741

FILED

00 JUN 26 PM 3:39

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

DESTIN QUALIFIED INTERMEDIARY, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be DESTIN QUALIFIED INTERMEDIARY, INC. The mailing address and the street address of the initial principal office of this corporation is 817 Bay Cliff Rd., Gulf Breeze, FL 32561.

ARTICLE II

The corporation shall have perpetual existence, beginning on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all lawful business, both within and without the State of Florida. Additionally, the general nature of the business or businesses to be transacted shall be:

(a) To serve as a qualified intermediary" within the meaning of 12 C.F.R. § 1.1031(k)-1(g)(4)(iii) [2000].

(b) To own real and personal property, and to use, operate, maintain, remodel, improve, and generally deal with and in the same, and any appurtenances convenient,

desirable, or necessary in the conduct and operation of the lawful business of the corporation.

(c) To do all and everything necessary or proper for the accomplishment of the objects and purposes of the corporation, as determined by the corporation's Board of Directors in its discretion and consistent with the laws of the State of Florida, or as necessary or incidental to the protection and benefit of the corporation, and in general to carry out any lawful business, regardless of whether such business is similar in nature to the objects as set forth herein, and in any part of the world, either as principal, agent, contractor, or otherwise, and either alone or in conjunction with any other persons, firm, associations, corporation, or other entities, both within and without the State of Florida, to the same extent as natural persons lawfully might or could do, insofar as acts may be permitted to be done by a corporation organized under the laws of the State of Florida.

ARTICLE IV

This corporation is authorized to issue ten thousand (10,000) shares of common stock, each share having a par value of One Dollar (\$1.00). No shares without nominal or par value shall be issued.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI

The street address of the corporation's initial registered office 125 W. Romana, Suite 800, Pensacola, FL 32501. The name of the corporation's initial registered agent at that office is Gary W. Huston.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws of the corporation, but the number of directors of the corporation shall not be less than one nor more than nine.

ARTICLE VIII

The name and address of the incorporator is Gary W. Huston, 125 W. Romana, Suite 800, Pensacola, FL 32501.

ARTICLE IX

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice given of the changes to be made in accordance with the Bylaws of the corporation. Upon approval by the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X

The power to adopt, alter, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE XI

At each election for directors, every shareholder entitled to vote at such election shall have the right to accumulate his vote by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XII

Special meetings of the shareholders may be called by the president and secretary of the corporation, jointly, or by the Board of Directors, or by the holders of not less than thirty percent (30%) of the shares then outstanding.

ARTICLE XIII

At any meeting of the stockholders, sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting entitled to vote on the subject matters shall be the act of the shareholders.

ARTICLE XIV

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, Chapter 607, Florida Statutes, as such chapter presently exists or may hereafter be amended.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing
Articles of Incorporation on June 21, 2000.

Gary W. Huston
Gary W. Huston, Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 21st day of June, 2000, by Gary
W. Huston, who did not take an oath and who:

☒ is/are personally known to me.
☐ produced current Florida driver's license as identification.
☐ produced _____ as identification.



(Notary Seal Must Be Affixed)

CAROL C. PEREL
NOTARY PUBLIC- STATE OF FLORIDA
MY COMM. EXP. OCT. 12, 2002
CG 762417

Carol C. Perel
Notary Public
Carol C. Perel
Name of Notary Printed
My Commission Expires: _____
Commission Number: _____

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

In compliance with Section 607.0501(3), Florida Statutes, the following is submitted: That
~~DESTIN QUALIFIED INTERMEDIARY, INC.~~ desiring to organize or qualify under the laws of the State of Florida,
with its principal place of business at 817 Bay Cliff Rd., Gulf Breeze, FL 32561, has named Gary
W. Huston, a resident of Santa Rosa County, Florida, whose business street address is 125 W.
Romana, Suite 800, Pensacola, FL 32501, as its agent to accept service of process within Florida.

~~DESTIN QUALIFIED INTERMEDIARY, INC.~~

By: *Gary W. Huston*
Gary W. Huston, Incorporator

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the
place designated in this certificate, I hereby accept the appointment as registered agent and agree to
act in such capacity. I am familiar with, and accept, the obligations of a registered agent and I agree
to comply with the provisions of all statutes relative to the proper and complete performance of my
duties.

Gary W. Huston
Gary W. Huston, Registered Agent

00 JUN 26 PM 3:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA