

P000000094627



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 855829 41001A

AUTHORIZATION : Patricia Pizito

COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 OCT -6 PM 12:12

ORDER DATE : October 6, 2000

ORDER TIME : 12:18 PM

ORDER NO. : 855829-015

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch  
The St. Joe Company

8000003417298--3

Suite 400, Dupont Center  
1650 Prudential Drive  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: SOUTHWOOD MORTGAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1165

EXAMINER'S INITIALS:

RECEIVED  
00 OCT -6 PM 12:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32304

g 10/6/00

EFFECTIVE DATE

10/4/00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 OCT -6 PM 2:12

**ARTICLES OF INCORPORATION**

**OF**

**SOUTHWOOD MORTGAGE, INC.**

Pursuant to the requirements set forth within Chapter 607 of the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as the incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the corporation (hereinafter referred to as the "Company") shall be Southwood Mortgage, Inc.

**ARTICLE II**

The existence of the Company shall begin on the date of acknowledgment of these articles of incorporation and shall have perpetual existence.

**ARTICLE III**

The street address of the principal office of the Company is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

**ARTICLE IV**

The Company is authorized to issue 10,000 shares, all of which shall be Common Shares having a no par value. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Company's registered office is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207. The initial registered agent for the Company at that address is Lawrence Paine.

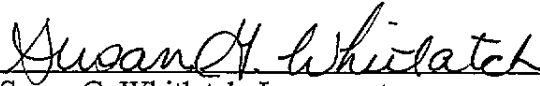
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**ARTICLE VI**

The name and street address of the person signing these articles of incorporation is Susan G. Whitlatch, 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 4th day of October, 2000.

  
Susan G. Whitlatch, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Southwood Mortgage, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: October 4, 2000

  
\_\_\_\_\_  
Lawrence Paine