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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Key Pointe Mortgage & Investments  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Inc.

900004462369--3

-07/06/01--01059--016

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Denise V. Newton  
Name (Printed or typed)  
3500 Newcomb Rd.  
Address  
Jax. Fla. 32218  
City, State & Zip  
(904) 475-9604  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED  
01 JUL -5 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

7-11-01  
WC

**ARTICLES OF INCORPORATION**  
**OF**  
**KEY POINTE MORTGAGE & INVESTMENTS, INC.**

**ARTICLE 1- NAME**

The name of the Corporation is KEY POINTE MORTGAGE & INVESTMENTS, INC.

**ARTICLE II-PRINCIPLE OFFICE**

The principle place of business and mailing address of this corporation shall be 3500 Newcomb Road, Jacksonville, Florida 32218.

**ARTICLE III- PURPOSE**

This corporation shall have the power to engage in the following: Conduct business, have one or more offices, and buy, hold, mortgages, sell, convey, dispose, lease or other wise depose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

Contract debts and borrow money, issue and sell pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate Indebt ness and engage in the same or other character of business.

Endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the share of the capital stock of, or any bonds, accurities, or other evidence of indebtedness credited by any other corporation of the Sate of Florida or any other state or government, and while owner of such stock to exercise all rights, power and privileges of ownership, including the right to vote such stock.

Guarantee or secure for any other person, firm, or corporation for nay purpose or transaction.

Make gifts of its property or cash, either to charitable organizations to otherwise, when deemed in the interest of the company.

Adopt such pension profit sharing, stock option, and doddered compensation plans for officer, employees, and directors and to grant such stock options to office, employees, directors and other as the directors may deem to be in the interest of the company.

Enjoy all of the powers now and hereafter conferred upon corporations by the statutes and laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, the enumeration of which shall not be held to limit or restrict in any manner the powers or activities of this corporation which shall have the power to engage in any activity which may be necessary or profitable and generally shall have and enjoy all powers, privileges and immunities of business incorporated under the laws of the State of Florida.

#### ARTICLE IV-SHARES

The maximum number of shares, which this corporation is authorized to have outstanding at any one time, is 50,000 shares.

Such shares shall consist of a single class of common stock and shall have per value of \$1.00 per share.

#### ARTICLE V – DIRECTORS

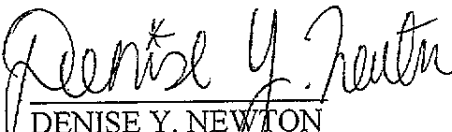
This corporation shall have one director initially. The number of directors may either be increased or dimised from time to time by the By-Laws, but shall never be less than one.

#### ARTICLE VI- REGISTERED AGENT

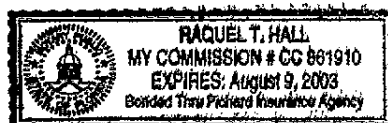
The address of the initial registered office of the Corporation is 3500 Newcomb Road, Jacksonville, Florida 32218, and the name of the Corporation's initial registered agent for service of process at such address is Denise Y. Newton.

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, Denise Y. Newton, after being duly sworn, deposes and says that he is the person described in the foregoing Articles of Incorporation and he subscribed to those Article of Incorporation.

  
DENISE Y. NEWTON  
INCORPORATOR

WITNESS my hand and official seal in the County and State names above, this 20 day of June and 2001.



**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: KEY POINTE MORTGAGE & INVESTMENTS, INC.
2. The name of the registered agent and office is:

DENISE Y. NEWTON  
1905 WEST 2<sup>ND</sup> STREET, JACKSONVILLE, FLORIDA 32209

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE  
DATE

*Denise Y. Newton*  
*20 June 2001*



*Raquel Hall*  
*20 June 2001*