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Division of Corporations

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To:

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Fax Number : (850) 205-0381

From:

Account Name : JOHN R. GREEN, P.A.  
Account Number : I20040000174  
Phone : (850) 215-3610  
Fax Number : (850) 215-3612

EFFECTIVE DATE  
03/29/2005

## FLORIDA PROFIT CORPORATION OR P.A.

### ST ANDREW BAY MORTGAGE COMPANY

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$87.50

SECRET  
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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

March 31, 2005

JOHN R GREEN, PA

SUBJECT: ST. ANDREW BAY MORTGAGE COMPANY  
REF: W05000016265

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings SectionFAX Aud. #: H05000076708  
Letter Number: 305A00021825

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

EFFECTIVE DATE  
03/29/2005

ARTICLES OF INCORPORATION  
OF

ST. ANDREW BAY MORTGAGE COMPANY

**ARTICLE I NAME**

The name of the corporation shall be St. Andrew Bay Mortgage Company.

**ARTICLE II PRINCIPAL OFFICE**

The address of the principal office of the Corporation, if the principal office is not yet known is 220 Hidden Pines Drive, Panama City Beach, Florida, 32408.

**ARTICLE III DURATION**

The corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles or upon filing.

**ARTICLE IV PURPOSE**

The corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE V SHARES**

The corporation is authorized to issue one class of stock, which shall consist of 1000 shares of \$1.00 par value common stock, and which shall be designated "common shares".

**ARTICLE VI PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his 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 VII INITIAL OFFICERS AND BOARD OF DIRECTORS**

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of the corporation is:

Douglas Lee Johnston, President/Director, 220 Hidden Pines Drive, Panama City Beach, Florida 32408.

**ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT**

The name and Florida street address of the registered agent is:

Douglas Lee Johnston, 220 Hidden Pines Drive, Panama City Beach, Florida 32408.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IX INCORPORATOR**

The name and address of the person signing these Articles is:

Douglas Lee Johnston, President, 220 Hidden Pines Drive, Panama City Beach, Florida 32408

**ARTICLE X BYLAWS**

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

**ARTICLE XI AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29<sup>TH</sup> day of MARCH, 2005.

  
DOUGLAS LEE JOHNSTON

STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of March, 2005, by Douglas Lee Johnston, who is personally known to me or who has produced a Florida Driver's License as identification.

  
NOTARY PUBLIC

Typed Name:

My Commission Number is:

My Commission Expires:

NOTARY PUBLIC  
 **Terrie L. Zulager**  
Commission # DD376113  
Expires December 1, 2008  
Standard Trust Path - Insurance, Inc. 800-388-7918

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

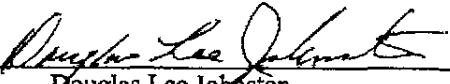
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ST. ANDREW BAY MORTGAGE COMPANY
2. The name and address of the registered agent and office is:

Douglas Lee Johnston,  
220 Hidden Pines Drive  
Panama City Beach, Florida 32408

ACCEPTANCE

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. 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.

  
\_\_\_\_\_  
Douglas Lee Johnston

3/29/2005  
(Date)

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