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FLORIDA PROFIT/NON PROFIT CORPORATION

Magnolia Estates II, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
MAGNOLIA ESTATES II, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation is MAGNOLIA ESTATES II, INC.

**ARTICLE II
Principal Office**

The principal office and mailing address of the corporation shall be 14402 Marina San Pablo, Suite 201, Jacksonville, Florida 32224.

**ARTICLE III
Duration**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE IV
Nature of Business**

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

**ARTICLE V
Capital Stock**

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of \$.10 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

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ARTICLE VI**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 245 Riverside Avenue, Suite 400, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is G. Todd Cottrill.

ARTICLE VII**Directors**

(a) **Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Initial Directors.** The name and street address of the member of the first board of directors of the corporation is:

Andrew Sherrod
14402 Marina San Pablo, Suite 201,
Jacksonville, Florida 32224

(c) **Compensation.** The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII**Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

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ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation is:

Andrew Sherrod
14402 Marina San Pablo, Suite 201,
Jacksonville, Florida 32224

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 17th day of May, 2007.

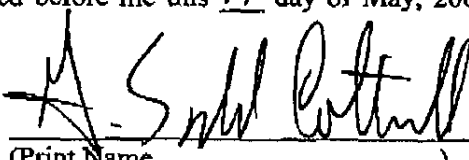

Andrew Sherrod

STATE OF FLORIDA }
 } SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 17 day of May, 2007, by ANDREW SHERROD.



G. Todd Cottrill
MY COMMISSION # DD213656 EXPIRES
May 31, 2007
NOTARY PUBLIC - BOY FARM INSURANCE


(Print Name) _____
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____
Personally known ☒
or Produced I.D. _____
[check one of the above]

Type of Identification Produced

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

MAGNOLIA ESTATES II, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE
CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED G. TODD COTTRILL,
LOCATED AT 245 RIVERSIDE AVENUE, SUITE 400, JACKSONVILLE, FLORIDA 32202, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


ANDREW SHERRODDated: May 17, 2007

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.


G. TODD COTTRILLDated: May 17, 2007

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