

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax and e-mail number (shown below) on the top and bottom of all pages of the document.

(((H08000064637 3)))



H080000646373ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5926

RE-SUBMIT
Please retain original filing
date of submission 3/12/08

FLORIDA PROFIT/NON PROFIT CORPORATION

MC REO HOLDING CO.

Certificate of Status	0
Certified Copy	0
Page Count	057
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

MAR 13 2008 Help
D.A. WHITE

FILED

2008 MAR 12 A 11: 11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

08 MAR 12 PM 4:47

DIVISION OF CORPORATION



March 12, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORP

SUBJECT: HARBOR INVESTMENT CO.
REF: W08000012991

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.

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.

The document number of the name conflict is L05000026920.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000063450
Letter Number: 908A00015138

FILED

ARTICLES OF INCORPORATION
OF
MC REO HOLDING CO.

2008 MAR 12 A 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE 1
NAME

The name of the corporation is MC REO Holding Co. (the "Corporation").

ARTICLE 2
PRINCIPAL OFFICE

The street address and mailing address of the principal office of the Corporation is 9350 Conroy-Windermere Road, Windermere, Florida 34786.

ARTICLE 3
AUTHORIZED SHARES

The Corporation shall have authority, to be exercised by the Board of Directors, to issue no more than one thousand (1,000) shares of capital stock, consisting of one thousand (1,000) shares of common stock ("Common Stock"), no par value.

Section 3.1 Common Stock. Common Stock of the Corporation shall possess all such rights and privileges as are afforded to capital stock by applicable law in the absence of any express grant of rights or privileges in the Corporation's Articles of Incorporation, including but not limited to, the following rights and privileges:

a. Dividends. Dividends may be declared and paid or set apart for payment upon Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

b. Voting Rights. The holders of Common Stock shall have the right to vote for the election of directors and on all other matters requiring shareholder action, each share being entitled to one vote; and

c. Distributions. Upon the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the net assets of the Corporation available for distribution shall be distributed pro rata to the holders of Common Stock in accordance with their respective rights and interests.

**ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is Tyler Piercy, and the street address of the initial registered office of the Corporation in the State of Florida is 9350 Conroy-Windermere Road, Windermere, Florida 34786.

The written acceptance of the initial registered agent, as required by the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

**ARTICLE V
BOARD OF DIRECTORS**

Section 5.1 Initial Board of Directors. The initial board of directors (hereinafter "Board of Directors") shall consist of two (2) members. The name and address of each member are:

John Delponti
5032 Parkway Plaza Blvd., Suite 200
Charlotte, North Carolina 28217

Tyler Piercy
9350 Conroy-Windermere Road
Windermere, Florida 34786

Section 5.2. Director Liability. The liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act. If the Florida Business Corporation Act is hereby amended to further eliminate or limit the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

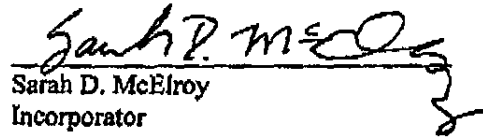
**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator are as follows:

Sarah D. McElroy
Alston & Bird LLP
1201 West Peachtree Street
Atlanta, Georgia 30309-3424

[Signature on following page]

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this
12th day of March, 2008.


Sarah D. McElroy
Incorporator

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named as registered agent and to receive service of process for the above stated Corporation at the place designated in these Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Tyler Pieroy



Dated: March 12, 2008

2008 MAR 12 A 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED