

P96000079183



ACCOUNT NO. : 072100000032  
REFERENCE : 096111 3487A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 24, 1996  
ORDER TIME : 10:05 AM  
ORDER NO. : 096111  
CUSTOMER NO: 3487A

CUSTOMER: Tami D. Toms, Legal Secretary  
1CARD MERRILL CULLIS TIMM  
FUREN & GINSBURG, PA  
2033 Main Street, Suite 101  
P. O. Drawer 1195  
Sarasota, FL 34237

4000001955104  
-09/24/96--01199--012  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: SECRET'S ON THE BAY COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 24 PM 1:32

RECEIVED  
96 SEP 24 11:47  
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION  
OF

Secret's On The Bay Company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 SEP 24 PM 1:32

ARTICLE I. NAME

The name of the corporation shall be Secret's On The Bay Company.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: to create, publish, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with publications, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description for the purpose of transacting any or all legal business; provided however, that this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock which shall be designated "Common Shares".

ARTICLE V. INITIAL REGISTERED AGENT  
AND MAILING ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of this corporation is J. GEOFFREY PFLUGNER. The street and mailing address of the initial registered agent is 2033 Main Street, Suite 101, Sarasota, Florida 34237. The telephone number of the initial registered agent is (941) 366-5707.

ARTICLE VI. PRINCIPAL OFFICE OF CORPORATION

The initial principal office of the corporation shall be 2033 Main Street, Suite 101, Sarasota, Florida 34237. The corporation may change its principal address from time to time as permitted by law.

ARTICLE VII. MAILING ADDRESS OF CORPORATION

The initial mailing address of the corporation shall be 2033 Main Street, Suite 101, Sarasota, Florida 34237. The corporation may change its mailing address from time to time as permitted by law.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Director. The number of Directors may be either increased or decreased from time to time, but in accordance with the corporate By-Laws, shall never be less than one. The name and address of the initial Directors of this corporation are:

NAME(S)

ADDRESS

Tom Godwin

9936 Stephen Decatur Highway  
Ocean City, Maryland 21842

John Wittmyer, Sr.

83455 Old Ocean City Boulevard  
Pittsville, MD 21840

#### ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is J. Geoffrey Pflugner, Esq.,  
2033 Main Street, Suite 101, Sarasota, Florida 34237.

#### ARTICLE X. RESTRICTION ON TRANSFER OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof. If any agreement is entered into and executed by each of the stockholders any and all transfers of shares shall be made in accordance with the terms of said agreement. The By-Laws of this corporation may likewise include specific provisions allowing the entering of such agreements or may set forth specific restrictions on transferability of shares.

#### ARTICLE XI. TRANSACTION WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which meeting such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be

counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if such Director were not a Director or Officer of the other corporation or not so interested.

#### ARTICLE XII. REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

#### ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

#### ARTICLE XIV. INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees, reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

#### ARTICLE XV. DATE OF COMMENCEMENT

The date of commencement of this corporation shall be the date of filing these Articles of Incorporation with the Department of State, State of Florida.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23rd day of September, 1996.

  
J. GEOFFREY PFLUGNER  
Incorporator

FILED  
RECEIVED  
SEP 24 PM 1:32  
CLERK OF THE  
STATE OF FLORIDA

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared J. GEOFFREY PFLUGNER, who is personally known to me and is known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 23rd day of September, 1996.

  
NOTARY PUBLIC

My Commission Expires:

TAMBLA D. TOMS  
Notary Public, State of Florida  
My Comm. Expires April 19, 1998  
No. CC 378839  
Bonded Thru Official Notary Service

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to the position of registered agent, to accept service of process for Secret's On The Bay Company 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.

  
J. GEOFFREY PFLUGNER  
Registered Agent

Dated: 9/23/96



THE UNITED STATES  
CORPORATION  
COMPANY

P96000079183

ACCOUNT NO. : 072100000032

REFERENCE : 402693 3487A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : May 23, 1997

ORDER TIME : 10:11 AM

ORDER NO. : 402693-015

CUSTOMER NO: 3487A

800002189928--13  
-05/23/97--01072--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

CUSTOMER: Tami D. Toms, Legal Secretary  
Icard Merrill Cullis Timm  
2033 Main Street, Suite 101  
P. O. Drawer 4195  
Sarasota, FL 34237

DOMESTIC AMENDMENT FILING

NAME: SECRET'S ON THE BAY COMPANY

EFFECTIVE DATE:

       ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
97 MAY 23 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECORDED  
97 MAY 23 AM 11:16  
DIVISION OF CORPORATIONS

Am/Rest/  
RG NC  
5/29  
WJH  
RQ 5/23



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

May 23, 1997

**RESUBMIT**

Please give original  
submission date as file date

CSC  
DANIEL W. LEGGETT  
TALLAHASSEE, FL

SUBJECT: SECRET'S ON THE BAY COMPANY  
Ref. Number: P96000079183

We have received your document for SECRET'S ON THE BAY COMPANY and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 097A00028284

RECEIVED  
97 MAY 29 AM 10:41  
DIVISION OF CORPORATIONS



AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
Secret's On The Bay Company

FILED  
MAY 23 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of Secret's On The Bay Company is hereby amended as of May 21st, 1997 to read as follows:

ARTICLE I. NAME

The name of the corporation shall be FLORIDA HOUSING ASSISTANCE, INC.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the following purposes: to create, publish, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with publications, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description for the purpose of transacting any or all legal business; provided however, that this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

#### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of common stock which shall be designated "Common Shares".

#### ARTICLE V. INITIAL REGISTERED AGENT AND MAILING ADDRESS OF REGISTERED AGENT

The name of the initial registered agent of this corporation is J. GEOFFREY PFLUGNER. The street and mailing address of the initial registered agent is c/o Icard-Merrill, 2033 Main Street, Suite 101, Sarasota, Florida 34237. The telephone number of the initial registered agent is (941) 366-5707.

#### ARTICLE VI. PRINCIPAL OFFICE OF CORPORATION

The initial principal office of the corporation shall be 2033 Main Street, Suite 101, Sarasota, Florida 34237. The corporation may change its principal address from time to time as permitted by law.

#### ARTICLE VII. MAILING ADDRESS OF CORPORATION

The initial mailing address of the corporation shall be 2033 Main Street, Suite 101, Sarasota, Florida 34237. The corporation may change its mailing address from time to time as permitted by law.

#### ARTICLE VIII. INITIAL BOARD OF DIRECTORS

This corporation shall initially have one (1) Director. The number of Directors may be either increased or decreased from time to time, but in accordance with the corporate By-Laws, shall never be less than one. The name and address of the initial Directors of this corporation are:

NAME(S)

ADDRESS

J. Geoffrey Pflugner

c/o Icard-Merrill  
2033 Main Street, Suite 101  
Sarasota, Florida 34237

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles is: J. Geoffrey Pflugner, c/o Icard-Merrill, 2033 Main Street, Suite 101, Sarasota, Florida 34237.

ARTICLE X. RESTRICTION ON TRANSFER OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof. If any agreement is entered into and executed by each of the stockholders any and all transfers of shares shall be made in accordance with the terms of said agreement. The By-Laws of this corporation may likewise include specific provisions allowing the entering of such agreements or may set forth specific restrictions on transferability of shares.

ARTICLE XI. TRANSACTION WITH INTERESTED  
DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the Directors or Officers of this corporation are interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which meeting such contract or transaction is authorized or confirmed, and provided, however, that any such Directors of this corporation who are so interested may be

counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such Director may vote thereon to authorize any such contract or transaction with like force and effect as if such Director were not a Director or Officer of the other corporation or not so interested.

#### ARTICLE XII. REPLACING STOCK CERTIFICATES

The Board of Directors, may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

#### ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in any manner provided by law.

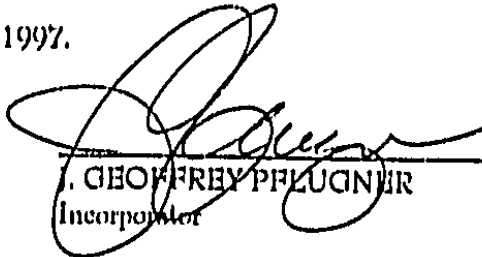
#### ARTICLE XIV. INDEMNIFICATION

All officers and directors shall be indemnified by the corporation to the fullest extent permitted by law against all expenses and liabilities, including attorneys' fees, reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding or settlement thereof in which they may become involved as a party or otherwise by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

#### ARTICLE XV. DATE OF COMMENCEMENT

The date of commencement of this corporation shall be September 24, 1996.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21<sup>st</sup> day of May, 1997.

  
J. GEOFFREY PFLUGNER  
Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared J. GEOFFREY PFLUGNER, who is personally known to me and is known by me to be the person who executed the foregoing Amended and Restated Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county last aforesaid this 21<sup>st</sup> day of May, 1997.

  
NOTARY PUBLIC  
My Commission Expires:

**TAMBLA D. TOMS**  
Notary Public, State of Florida  
My Comm. Expires April 19, 1998  
No. CC 378839  
Bonded Thru Official Notary Seal

FLORIDA HOUSING ASSISTANCE, INC.

Formerly Known As

SECRETS ON THE BAY COMPANY

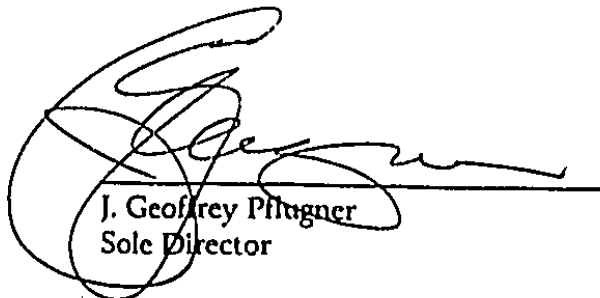
RE: Director Action Without Formal Meeting

DATE: May 21, 1997

The undersigned, being all of the Directors of Secrets On The Bay Company, a Florida corporation, pursuant to Florida Statute Section 607.0821 hereby adopt the following action without a formal meeting:

The Articles of Incorporation of the corporation are hereby amended and restated as set forth on the attached Amended and Restated Articles of Incorporation of Secrets On The Bay Company now known as Florida Housing Assistance, Inc.

May 21, 1997

  
J. Geoffrey Pflugner  
Sole Director

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of May, 1997 by J. Geoffrey Pflugner as Director of Florida Housing Assistance, Inc., who is personally known to me or who has produced N/A as identification and who did not take an oath.

  
Notary Public  
My Commission Expires:

TAMBLA D. TOMS  
Notary Public, State of Florida  
My Comm. Expires April 19, 1998  
No. CC 370639  
Bonded thru Official Notary Service

FLORIDA HOUSING ASSISTANCE, INC.

Formerly Known As

SECRETS ON THE BAY COMPANY

RE: Director Action Without Formal Meeting

DATE: May 21, 1997

The undersigned, being all of the Directors of Secrets On The Bay Company, a Florida corporation, pursuant to Florida Statute Section 607.0821 hereby adopt the following action without a formal meeting:

The Articles of Incorporation of the corporation are hereby amended and restated as set forth on the attached Amended and Restated Articles of Incorporation of Secrets On The Bay Company now known as Florida Housing Assistance, Inc.

The Incorporator acting as the Sole Director and prior to the organizational meeting of the Corporation, the existence of Shareholders and the election of Officers in amending and restating the Articles of Incorporation.

May 21, 1997

  
J. Geoffrey Pflugner  
Sole Director

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 21st day of May, 1997 by J. Geoffrey Pflugner as Director of Florida Housing Assistance, Inc., who is personally known to me or who has produced n/a as identification and who did not take an oath.



Notary Public

My Commission Expires:

TAMBLA D. TOMS  
Notary Public, State of Florida  
My Comm. Expires April 19, 1998  
No. CC 376639  
Bonded Thru Official Notary Service

P96000079183

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS

2033 MAIN STREET, SUITE 101

DAWADOTA, FLORIDA 34837

FACSIMILE (941) 386-5803

TELEPHONE (941) 386-5707

J. GEOFFREY PFLUGNER

TAMPA TELEPHONE  
(813) 881-8100

TELETYPE TO:  
P.O. BOX 4108  
DAWADOTA, FLORIDA 34830

September 12, 1997

DEPARTMENT OF STATE  
Division of Corporations  
P.O. Box 5588  
Tallahassee, FL 32314

300002298168--5  
-09/15/97--01110--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: CERTIFICATE OF AMENDMENT  
Florida Housing Assistance, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Certificate of Amendment with regard to the above referenced matter, along with our check in the amount of \$35.00 for filing fees. After filing, please forward a copy to our office.

If you should have any questions, please do not hesitate to contact me.

Very truly yours,

ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.

BY: Tami D. Toms  
TAMI D. TOMS, Legal Assistant to  
J. GEOFFREY PFLUGNER

Enclosures

FILED  
97 SEP 29 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK to file per  
Lyn Turley

Name Change

565 LPS  
10-2-97

\*789,2574,6714



0002/002

ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.  
ATTORNEYS AND COUNSELLORS  
2025 MAIN STREET, SUITE 101  
SARASOTA, FLORIDA 34237  
FACSIMILE (841) 388-8812  
TELEPHONE (841) 388-8707

J. GEOFFREY PFLUGNER

TAMPA TELEPHONE  
(813) 881-8100  
REPLY TO:  
P.O. BOX 4100  
SARASOTA, FLORIDA 34230

October 2, 1997

DEPARTMENT OF STATE  
Division of Corporations  
ATTN: SUSAN PAYNE  
P.O. Box 5588  
Tallahassee, FL 32314

RE: FAC CORPORATION (Florida Assistance Corporation)

Dear Ms. Payne:

This letter is to advise you that Florida Assistance Corporation (FAC Corporation), when doing business, shall use its entire name, Florida Assistance Corporation (FAC Corporation).

Very truly yours,  
ICARD, MERRILL, CULLIS,  
TIMM, FUREN & GINSBURG, P.A.

BY:   
J. GEOFFREY PFLUGNER

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 22, 1997

Tami D. Toms, Legal Assistant  
% Icard, Merrill, Cullis, Timm, et-al  
Post Office Box 4195  
Sarasota, FL 34230

SUBJECT: FLORIDA HOUSING ASSISTANCE, INC.  
Ref. Number: P96000079183

We have received your document for FLORIDA HOUSING ASSISTANCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Articles of Amendment.

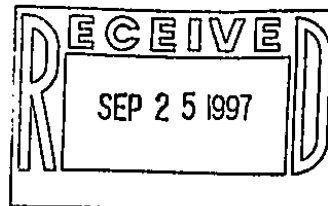
The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 997A00046786



ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

ATTORNEYS AND COUNSELLORS  
2033 MAIN STREET, SUITE 101  
DANABOTA, FLORIDA 34837  
FACSIMILE (941) 366-8863  
TELEPHONE (941) 366-8707

J. GEOFFREY PFLUGNER

TAMPA TELEPHONE  
(813) 881-8100  
REPLY TO:  
P.O. BOX 4108  
DANABOTA, FLORIDA 34839

September 26, 1997

Louise Flemming-Jackson  
Corporate Specialist  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: FLORIDA HOUSING ASSISTANCE

Dear Ms. Flemming-Jackson:

Enclosed please find a new Certificate of Amendment for the above referenced corporation,  
including your letter of September 22, 1997.

After filing, please return a copy to our office. Should you have any questions, please call.

Very truly yours,  
ICARD, MERRILL, CULLIS, TIMM,  
FUREN & GINSBURG, P.A.

By: Tami D. Toms  
Tami D. Toms, Legal Assistant to  
J. GEOFFREY PFLUGNER

FILED

97 SEP 29 PM 1:09

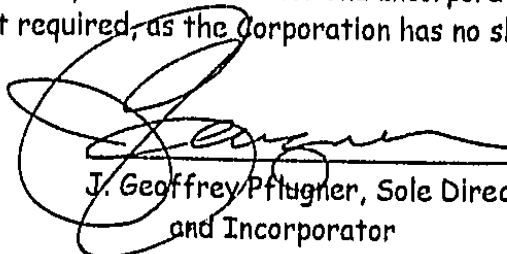
CERTIFICATE OF AMENDMENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being the Sole Director and Incorporator of Florida Housing Assistance, Inc., hereby certifies that on August 20, 1997, the Board of Directors of the Corporation met and adopted the following resolution; RESOLVED

that the Articles of Incorporation of the Corporation be amended to change the name of the Corporation from Florida Housing Assistance, Inc. to Florida Assistance Corporation (F.A.C. Corporation), and further resolved that the Sole Director of the Corporation execute and deliver any and all documents and instruments necessary to effect the filing of an Amendment to the Articles of Incorporation of the Corporation with the Secretary of State of Florida.

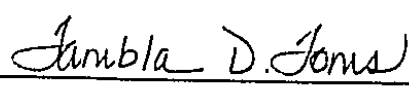
This amendment was approved by the Sole Director and Incorporator on August 20, 1997, shareholder action not required, as the Corporation has no shareholders.



J. Geoffrey Pflugner, Sole Director  
and Incorporator

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 26th day of September, 1997 by J. Geoffrey Pflugner as Director of Florida Housing Assistance, Inc., who is personally known to me.



Notary Public

My Commission Expires:

TAMBLA D. TOMS  
Notary Public, State of Florida  
My Comm. Expires April 19, 1998  
No. CC 378839  
Bonded Thru Official Notary Seal