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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: HERITAGE RURAL HOUSING, INC.

ACCT#: 074723003716

CONTACT: KATHLEEN O'GRADY

PHONE: (407)799-4090

FAX #: (407)799-0233

NAME: SM PARTNERS GROUP I, INC.

AUDIT NUMBER.....H96000014724

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..1 PAGES..... 4

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**ARTICLES OF INCORPORATION  
OF  
SM PARTNERS GROUP I, INC.**

**ARTICLE I - NAME**

The name of the corporation is: **SM PARTNERS GROUP I, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 750 shares of One Dollar (\$1.00) par value stock, which shares shall be designated "Common Shares."

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all purposes shall be vested exclusively in the holders of the outstanding Common Shares.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata shares thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

THIS INSTRUMENT PREPARED BY:  
GREGORY A. POPP, ESQ.  
150 CHALLENGER ROAD  
CAPE CANAVERAL, FL 32920  
(407) 780-1000  
FL BAR NO. 0220531

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**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 300 Columbia Drive, Suite 3201, Cape Canaveral, Florida, 32920, and the name of the initial registered agent of this corporation at that address is: JACQUELINE McPHILLIPS.

**ARTICLE VIII - INITIAL PRINCIPAL OFFICE**

The street address of the initial principal office of this corporation is: 300 Columbia Drive, Suite 3201, Cape Canaveral, Florida, 32920, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than two (2). The names and addresses of the initial Directors of this corporation are:

JACQUELINE McPHILLIPS  
300 Columbia Dr., Ste. 3201  
Cape Canaveral, FL 32920

CHRISTOPHER STRAKA  
300 Columbia Dr., Ste. 3201  
Cape Canaveral, FL 32920

**ARTICLE X - INCORPORATORS**

The names and addresses of the persons executing these Articles of Incorporation are:

JACQUELINE McPHILLIPS  
300 Columbia Drive, Suite 3201  
Cape Canaveral, FL 32920

**ARTICLE XI - BYLAWS**

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

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#### **ARTICLE XII - CALLING OF SPECIAL MEETINGS**

Special Meetings of Shareholders may be called by the Board of Directors of this Corporation.

#### **ARTICLE XIII - SHAREHOLDERS QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmation vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIV - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XV - AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

#### **ARTICLE XVI - RESTRICTIONS OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite the name:

JACQUELINE McPHILLIPS	375 Shares
CHRISTOPHER STRAKA	375 Shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders of this corporation or the corporation.

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IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18th day of October, 1996.

  
Jacqueline McPhillips

**ACCEPTANCE OF REGISTERED AGENT**

JACQUELINE McPHILLIPS, hereby certifies that she is familiar with and accepts the duties and responsibilities as Registered Agent for said corporation. By executing this document she reaffirms that she agrees to serve as Registered Agent.

  
Jacqueline McPhillips