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FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: SHERYLL E JONES  
PHONE: (904) 785-7454

ACCT#: 073617000710

FAX #: (904) 785-2999

NAME: ST. ANDREWS HARBOR APARTMENTS, INC.

AUDIT NUMBER.....H97000012183

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

CERT. OF STATUS..0

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

July 25, 1997

BARRON, REDDING, HUGHES, FITE

SUBJECT: ST. ANDREWS HARBOR APARTMENTS, INC.  
REF: W97000017222

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.

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

TOTAL P.07

Fax Audit No. H97000012183

ARTICLES OF INCORPORATION  
OF  
ST. ANDREWS HARBOR APARTMENTS, INC.

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is ST. ANDREWS HARBOR APARTMENTS, INC.

ARTICLE II - PURPOSE

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

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation in the State of Florida is 3900 Marriott Drive, Baytown

THIS INSTRUMENT PREPARED BY:  
Albert J. Stopka, III, Esq.  
Fla. Bar No. 0999067  
Barron, Redding, Hughes,  
Pitts, Bassett & Penson, P.A.  
220 McKenzie Avenue  
P.O. Box 2467  
Panama City, FL 32402  
(904) 785-7454

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TALLAHASSEE, FLORIDA

#14, Panama City Beach, FL, 32411, and the name of the initial registered agent is John T. Williams, whose mailing address is 3900 Marriott Drive, Baytown #14, Panama City Beach, FL 32411.

ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

ARTICLE VI - PREEMPTIVE RIGHTS

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

ARTICLE VII - CUMULATIVE VOTING RIGHTS

At each election for directors, every shareholder entitled to

vote in the election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing the votes on the same principle among any number of the candidates.

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE X - INCORPORATOR

The name of the person signing these Articles is John T. Williams whose address is P.O. Box 27730, Panama City Beach, FL, 32411.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25<sup>th</sup> day of July, 1997.

  
John T. Williams

07-25-1997 03:38PM FROM

TO

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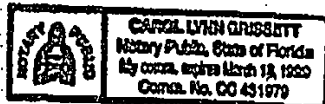
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STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of St. Andrews Harbor Apartments, Inc., was acknowledged before me this 25<sup>th</sup> day of July, 1997, by John T. Williams, who: (notary must check applicable box)

- ☒ is personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced \_\_\_\_\_ as identification.

(SEAL)



Carol Lynn Grisett  
\_\_\_\_\_  
(Print Name)  
Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

07-25-1997 03:38PM FROM

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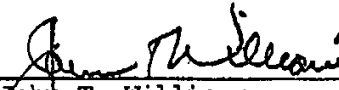
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT  
OF  
ST. ANDREWS HARBOR APARTMENTS, INC.

Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 25<sup>th</sup> day of July, 1997.

  
John T. Williams  
Registered Agent

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