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C T CORPORATION SYSTEM  
Requestor's Name  
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Address  
Tallahassee, Florida 32301  
City State Zip Phone

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CORPORATION(S) NAME

*Emerald Coast Financial Management, Inc*

- ☒ Profit *Articles*  
☐ NonProfit  
☐ Limited Liability Company  
☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Limited Liability Partnership  
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EMERALD COAST FINANCIAL MANAGEMENT, INC.

ARTICLES OF INCORPORATION

I.

The name of the Corporation is:

EMERALD COAST FINANCIAL MANAGEMENT, INC.

II.

The Corporation shall have authority to issue 10,000,000 shares of Common stock having no par value per share.

III.

The initial registered office of the Corporation shall be 4003 East C-30A, Santa Rosa Beach, Florida 32459. The initial registered agent of the Corporation at such address shall be D. Terry DuBose.

IV.

The name and address of the incorporator is:

D. Terry DuBose  
4003 East C-30A  
Santa Rosa Beach, Florida 32459

V.

The mailing address of the initial principal office of the Corporation is 4003 East C-30A, Santa Rosa Beach, Florida, 32459.

VI.

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages, for breach of any duty as a director, except for liability for:

- (i) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) the types of liability set forth in Section 607.0834 of the Florida Business Corporation Act dealing with unlawful distributions of corporate assets to shareholders; or
- (iv) any transaction from which the director derived an improper material tangible personal benefit.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article VI may be amended or rescinded only by the affirmative vote

of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

## VII.

Any action required by law or by the Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

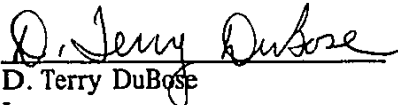
## VIII.

(a) The Corporation shall indemnify its officers and directors and advance or reimburse expenses incurred to the fullest extent permitted under the Florida Business Corporation Act. Such indemnification and advancement or reimbursement of expenses shall not be deemed exclusive of any additional indemnification that the Board of Directors may deem advisable or of any rights to which those indemnified may otherwise be entitled. The Board of Directors of the Corporation may determine from time to time whether and to what extent to maintain insurance providing indemnification for officers and directors and such insurance need not be limited to the Corporation's power of indemnification under the Florida Business Corporation Act.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article VIII may be amended or rescinded only by the affirmative vote of the holders of at least two-thirds (2/3) of the issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

IN WITNESS WHEREOF, the undersigned has executed these Articles of  
Incorporation.

  
D. Terry DuBose  
Incorporator

::ODMA\PCDOCS\ATL\134962\1

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: EMERALD COAST FINANCIAL MANAGEMENT, INC.

2. The name and address of the registered agent and office is:

D. Terry DuBose

(NAME)

4003 East C-30A

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Santa Rosa Beach, Florida 32459

(CITY/STATE/ZIP)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

D. Terry DuBose  
(SIGNATURE)

9/11/97  
(DATE)