

0990000078598



ACCOUNT NO. : 072100000032

REFERENCE : 362794 41001A

AUTHORIZATION :

*Patricia Pizant*

COST LIMIT : \$ 70.00

ORDER DATE : September 2, 1999

ORDER TIME : 10:29 AM

ORDER NO. : 362794-005

CUSTOMER NO: 41001A

CUSTOMER: Ms. Susan Whitlatch  
THE ST. JOE COMPANY  
THE ST. JOE COMPANY  
Suite 400, Dupont Center  
1650 Prudential Drive  
Jacksonville, FL 32207

600002976946--4

DOMESTIC FILING

NAME: ST. JOE WESTFIELDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:26

RECEIVED  
99 SEP -2 PM 11:25  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

9/1/99

ARTICLES OF INCORPORATION  
OF

ST. JOE WESTFIELDS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 SEP -2 PM 1:26

Pursuant to the requirements set forth within Chapter 607 of the Florida Business Corporation Act, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation (hereinafter referred to as the "Company") shall be St. Joe Westfields, Inc.

ARTICLE II

The existence of the Company shall begin on the date of acknowledgment of these articles of incorporation.

ARTICLE III

The street address of the principal office of the Company is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

ARTICLE IV

The Company is authorized to issue 10,000 shares, all of which shall be Common Shares having a par value of \$1.00. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Company's registered office is 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207. The initial registered agent for the Company at that address is Alison D. Kennedy.

## ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and addresses of the persons who will serve on the initial board of directors are:

<u>Name</u>	<u>Address</u>
David Fitch	1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207
Michael N. Regan	1650 Prudential Drive, Suite 400 Jacksonville, Florida 32207

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## ARTICLE VII

The name and street address of the person signing these articles of incorporation is Alison D. Kennedy, 1650 Prudential Drive, Suite 400, Jacksonville, Florida 32207.

## ARTICLE VIII

The Company shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 1st day of September 1999.

  
ALISON D. KENNEDY

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for St. Joe Commercial, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3), Florida Statutes.

Date: September 1, 1999

  
Alison D. Kennedy