

#453

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
TOPELOW PROPERTY, CORP.

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**ARTICLES OF INCORPORATION
OF
TOPFLOW PROPERTY, CORP.**

Pursuant to the provisions of Chapter 607 of the Florida Statutes (the "Florida Business Corporation Act"), the undersigned incorporator, for the purposes of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME**

The name of the corporation is TOPFLOW PROPERTY, CORP. (the "Corporation").

**ARTICLE 2
DURATION, PLACE OF BUSINESS AND MAILING ADDRESS**

The period of duration of the Corporation is perpetual and its principal place of business is at 1460 South Ocean Blvd., Unit 1601, Lauderdale by the Sea, Florida 33062. The Corporation's mailing address will be at 2000 Ponce De Leon Blvd., Suite 617, Coral Gables, FL 33134. The Corporation may also maintain an office or offices at such other place or places, either within or without the State of Florida as may be determined, from time to time, by the Board of Directors.

**ARTICLE 3
PURPOSE**

The purposes for which the Corporation is organized are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE 4
SHARES OF STOCK**

The total number of shares of capital stock that the Corporation shall have authority to issue is One Hundred Thousand (100,000), all of which are to be common stock with par value of \$1.00 per share.

**ARTICLE 5
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the corporation shall be located at 2000 Ponce de Leon Blvd., Suite 625, Coral Gables, FL 33134, or at such location as may be determined by the Corporation's Board of Directors, and the corporation's registered agent shall be Barbosa Law Office.

**ARTICLE 6
DIRECTORS AND MANAGEMENT**

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Subject to the provisions of the Florida Business Corporation Act, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

6.1. The names of the Corporation's Directors are:

- a. President: **Gerhard Michel Wolf**
- b. Vice-President: **Aracy Antonia Azevedo Wolf**
- c. Secretary: **Gerhard Michel Wolf**
- d. Treasurer: **Luciana Azevedo Wolf**

6.2. The number of directors of the corporation constituting the Board of Directors may be fixed by the bylaws.

6.3. The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the bylaws.

6.4. The Board of Directors shall have power to make and alter the bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the shareholders in any bylaws adopted from time to time.

**ARTICLE 7
LIMITATION OF DIRECTORS' LIABILITY**

The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under the Florida Business Corporation Act.

**ARTICLE 8
INDEMNIFICATION OF CORPORATE AGENTS**

The Corporation is authorized to provide indemnification of its agents (as defined in Section 607.0850 of the Florida Business Corporation Act) through bylaw provisions, agreements with agents, vote of shareholders or disinterested directors or otherwise, subject to the applicable limits set forth in Section 607.0850(7) of the Florida Business Corporation Act with respect to actions for breach of duty to the corporation and its shareholders.

8.1. Any repeal or modification of the foregoing provisions of this Article 8 shall not adversely affect any right or protection of a director or agent of the Corporation existing at the time of such repeal or modification.

**ARTICLE 9
INCORPORATOR**

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The name of the incorporator is Bruna Barbosa, Esq., whose address is 2000 Ponce de Leon Blvd., Suite 625, Coral Gables, FL 33134.

IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 6th day of June 2013.

Brna Barbosa, Esq.
Incorporator

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**TOPFLOW PROPERTY, CORP.
ACCEPTANCE OF THE REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as registered agent for **Topflow Property, Corp.**

Brna Barbosa, Esq.
Brna Barbosa, Esq.

Date: JUNE 6, 2013

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