

DEC 12-2012(WED) 20:00

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
Magnolia Member, Inc.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MAGNOLIA MEMBER, INC.**

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THE UNDERSIGNED, acting as sole incorporator under Chapter 607 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation (the "Articles") for MAGNOLIA MEMBER, INC., a Florida corporation (the "Corporation");

**ARTICLE I  
NAME**

The name of the Corporation is "*Magnolia Member, Inc.*" The name of the Corporation may be changed from time to time by a duly adopted amendment to these Articles.

**ARTICLE II  
PURPOSE**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act.

**ARTICLE III  
SHARES**

The number of shares of stock which the Corporation shall have authority to issue is One Hundred (100), consisting of a single class of common stock, One U.S. Dollar (\$1.00) par value per share. Shares of stock in the Corporation shall be issued solely with the prior written consent or approval of the shareholders of the Corporation.

**ARTICLE IV  
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203(1), Fla.Stat., the Corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on the date of acceptance of these Articles for filing by the Department of State of the State of Florida.

**ARTICLE V  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation shall initially be as follows:

2600 S. Douglas Road, Penthouse 5  
Coral Gables, Florida 33134-6143

The location of the principal office shall be subject to change as provided in Bylaws duly adopted by the Corporation (the "Bylaws").

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation, and the registered agent at such address, are as follows:

Jeremy S. Sloane, Esq.  
Vasallo Sloane, P.L.  
301 E. Pine Street, Suite 250  
Orlando, Florida 32801

**ARTICLE VII**  
**BOARD OF DIRECTORS; OFFICERS**

A. The business and affairs of the Corporation shall be managed by or under the direction of a Board of Directors (the "Board"). In addition to the powers and authority conferred upon it by statute or by these Articles or by the Bylaws of the Corporation, the Board is hereby empowered to exercise all such powers and do all such acts and things as may be exercised by or done by the Corporation. In addition, the Board may elect such officers of the Corporation as the Board may from time to time determine (collectively, the "Officers"). Such Officers shall have the power and authority delegated to them by the Board.

B. The number of directors constituting the initial Board of the Corporation is one (1). The number of directors may be increased or decreased from time to time pursuant to the Bylaws, but in no event shall the number of directors be less than one (1). Unless otherwise provided in the Bylaws, election of directors need not be by written ballot. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the shareholders of the Corporation or until their earlier death, resignation or removal are as follows:

Carlos B. Rosales  
2600 S. Douglas Road, Penthouse 5  
Coral Gables, Florida 33134-6143

C. Officers of the Corporation shall be elected, replaced and removed by the Board from time to time in accordance with the Bylaws. Unless otherwise provided in the Bylaws, Officers need not be elected by written ballot. The Officers shall possess the authority and power delegated to them by the Board from time to time in accordance with the Bylaws. The names and addresses of the persons who are to serve as initial officers until the first annual meeting of the Board or until their earlier death, resignation or removal are as follows:

|                   |  |
|-------------------|--|
| Carlos B. Rosales | President                              |
| Martha Fernandez  | Vice President / Secretary / Treasurer |

**ARTICLE VIII**  
**BYLAWS; AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders of the Corporation shall have the sole power to make, adopt, amend, alter or repeal the Bylaws. The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles in any manner now or hereafter permitted by law; *provided, however*, that any amendment to these Articles shall be authorized if and only if such amendment is approved by the shareholders of the Corporation in accordance with the Bylaws.

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**ARTICLE IX**  
**PREEMPTIVE RIGHTS OF SHAREHOLDERS**

Unless otherwise provided in the shareholders agreement, if any, to which the shareholders of the Corporation are a party, the shareholders of the Corporation shall have no preemptive rights to purchase or subscribe for all or any portion of any stock of any class that the Corporation may subsequently issue or sell.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the sole incorporator of the Corporation are as follows:

Jeremy S. Sloane, Esq.  
301 E. Pine Street, Suite 250  
Orlando, Florida 32801

12th IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this day of December, 2012.

  
Jeremy S. Sloane  
Incorporator

DEC 12 AM 9:42  
DEPT. OF STATE  
WASHINGTON, D.C.

DEC-12-2012(WED) 20:00

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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article VI of the foregoing Articles of Incorporation as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as registered agent of the Corporation.

DATED this 12th day of December, 2012.



Jeremy S. Sloane  
Registered Agent

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