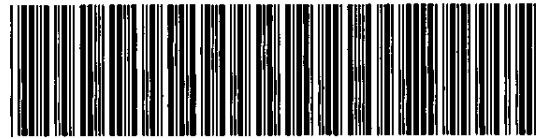


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CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : I20000000195

REFERENCE : 718462 11645A

AUTHORIZATION :

COST LIMIT : \$70.00

*[Handwritten signature]*

ORDER DATE : July 9, 2013

ORDER TIME : 11:42 AM

ORDER NO. : 718462-005

CUSTOMER NO: 11645A

DOMESTIC FILING

NAME: REDFIN HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: \_\_\_\_\_

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**REDFIN HOLDINGS, INC  
ARTICLES OF INCORPORATION**

The undersigned, desiring to form a corporation (the "Corporation") under the laws of Florida hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is Redfin Holdings, Inc.

**ARTICLE II  
BUSINESS ADDRESS**

The principal place of business of the Corporation is: 1404 Rodman Street, Hollywood, FL 33020.

**ARTICLE III  
PURPOSE**

The Corporation shall be organized for any and all purposes authorized and lawful under state law.

**ARTICLE IV  
PERIOD OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

**ARTICLE V  
SHARES**

**Section 5.1 Shares.** The total number of shares which the corporation shall have the authority to issue is as follows:

**Section 5.1.1 Common Shares:**

- Class A One Million (1,000,000) shares authorized and issued without par value to

M

TCA Global Master Fund, L.P., and each such Class A share shall have voting power equal to one Thousand (1,000) times the voting power of each Class B share issued

- Class B One Hundred Million Shares authorized and Ten Million (10,000,000) shares issued without par value in the following amounts:
  - David Rappa-Six Million Five hundred thousand (6,500,000)
  - Jeff Jones-Three Million Five hundred thousand (3,500,000)
- The relative rights, preferences and limitations of the Class A Common Shares and Class B Common Shares are identical in all respects, except that the voting power for the election of directors and for all other purposes is vested as follows:
  - Each such Class A share shall have voting power equal to one Thousand (1,000) votes per share, and
  - Each Class B share shall have the voting power equal to one (1) vote per share.

Section 5.1.2 Preferred Stock: The Board of Directors is authorized, subject to limitations prescribed by law, to provide for the issuance of 5000 shares of Preferred Stock in one or more series, to establish the number of shares to be included in each series, and to fix the designation, powers, preferences, and rights of the shares of each series, and any qualifications, limitations, or restrictions thereof. The following preferred shares are hereby designated by these Articles:

Section 5.2 Other Powers of the Board of Directors With Respect to Shares.

- (a) The Board of Directors may effectuate dividends payable in shares by issuance of shares of any class or series to holders of shares of any other class or series.
- (b) The Board of Directors may issue rights and options to acquire shares upon such terms as the board of directors shall determine.

ARTICLE VI

PLACE OF BUSINESS

The street address of the initial office of the Corporation is 1404 Rodman Street, Hollywood, FL 33020.

ARTICLE VII  
DIRECTORS AND OFFICERS

Section 7.1 Initial Directors and Officers.

The Board of Director shall consist of five (5) Board of Director positions. The names and residence addresses of the three (3) persons constituting the initial Officers and Board of Directors and the one additional Officer, are:

- Donna Silverman/Director/Secretary
- Bob Press/Director
- David Rappa/Director/Chief Executive Officer/President
- Jeff Jones/Chief Financial Officer

ARTICLE VIII  
DENIAL OF PREEMPTIVE RIGHTS

No shareholder shall have any right to acquire shares or other securities of the Corporation except to the extent such right may be granted by an amendment to those Articles of Incorporation or by a resolution of the Board of Directors.

ARTICLE IX  
AMENDMENT OF BYLAWS

Anything in these Articles of Incorporation, the Bylaws, or the Florida Business Corporation Act, Fl. Ch 607 *et seq.* notwithstanding, bylaws may be adopted, modified, amended or repealed by the Board of Directors or by the Shareholders entitled to vote thereon.

ARTICLE X  
SHAREHOLDERS

Section 10.1 Control Share Acquisition. The provisions relating to a control share acquisition statute contained in Florida Statute 607.0901 or 607.0902 and any successor provision shall not apply to the Corporation.



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#### ARTICLE XI

##### LIABILITY OF DIRECTORS/INDEMNIFICATION

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. The Corporation shall indemnify, to the fullest extent from time to time permitted by law, any director or officer, or former director or officer, of the Corporation made, or threatened to be made, a party to, or a witness or other participant in, any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, legislative, investigative, or of any other kind, by reason of the fact that such person is or was a director, officer, employee, or other corporate agent of the Corporation or any subsidiary of the Corporation or serves or served any other enterprise at the request of the Corporation (including specifically, but not limited to, service as a fiduciary with respect to any employee benefit plan of the Corporation or any subsidiary of the Corporation) against expenses (including attorneys' fees), judgment, fines, penalties, excise taxes, and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit, or proceeding, or any appeal therein.


#### ARTICLE XII

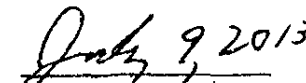
##### REGISTERED AGENT

The name and Florida street address of the Corporation's Registered Agent:

Allan M. Lerner  
2888 E. Oakland Park Blvd.  
Ft. Lauderdale, FL 33306

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar and accept the appointment of Registered Agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent

  
\_\_\_\_\_  
Date

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ARTICLE XIII  
INCORPORATOR

The name and the address of the Incorporator is:

Bob Press  
1404 Rodman Street,  
Hollywood, FL 33020.

I certify that I have read the above Articles of Incorporation and certify that the facts stated therein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided in Sec. 817.155 FS.

Witness my hand this 9<sup>th</sup> DAY OF JULY 2013

  
Bob Press, Incorporator