

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
WALNUT RANCH CORP.**

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**ARTICLES OF INCORPORATION
OF
WALNUT RANCH CORP.**

The undersigned, acting as incorporator of WALNUT RANCH CORP., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is WALNUT RANCH CORP. (the "Corporation").

ARTICLE II. MAILING ADDRESS

The mailing address of the Corporation is:

c/o 201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE III. BUSINESS ADDRESS

The business address of the Corporation is:

c/o 200 Crandon Boulevard
Suite 329
Key Biscayne, Florida 33149

ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE V. PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE VI. AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

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ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 and the name of the Corporation's initial registered agent at that address is Law Center of the Americas, LLC.

ARTICLE VIII. DIRECTORS

The name and address of the initial directors of the Corporation are as follows:

Eduardo Carlos Rodrigues Nogueira
c/o 200 Crandon Boulevard
Suite 329
Key Biscayne, Florida 33149

Ligia De Stefani Nogueira
c/o 200 Crandon Boulevard
Suite 329
Key Biscayne, Florida 33149

ARTICLE IX. OFFICERS

The name and address of the officers and the offices held by such individuals are as follows:

<u>Name</u>	<u>Address</u>	<u>Offices</u>
Eduardo Carlos Rodrigues Nogueira	c/o 200 Crandon Boulevard Suite 329 Key Biscayne, Florida 33149	President
Ligia De Stefani Nogueira	c/o 200 Crandon Boulevard Suite 329 Key Biscayne, Florida 33131	Secretary

ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

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Manuel Perez, Esq.
201 S. Biscayne Boulevard
Suite 800
Miami, Florida 33131

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on the 17th day of March, 2014.



Manuel Perez, Esq.
Sole Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

WALNUT RANCH CORP. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 201 S. Biscayne Boulevard, Suite 800, Miami, Florida 33131 has named Law Center of the Americas, LLC as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 17th day of March, 2014.

LAW CENTER OF THE AMERICAS, LLC

By: 

Name: Manuel Perez

Title: Vice President

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