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## FLORIDA PROFIT/NON PROFIT CORPORATION CODRINGTON PROPERTIES, INC.

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May 6, 2014

FLORIDA DEPARTMENT OF STATE Division of Corporations

CORP USA

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14 MAY -5 AM II: 55
SECRETARY OF STATE

P.O BOX 6327 - Tallahassec, Florida 32314

# ARTICLES OF INCORPORATION OF CODRINGTON PROPERTIES, INC.

THE UNDERSIGNED SUBSCRIBER to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

## ARTICLE I.

The name of the corporation shall be: Codrington Properties, Inc.

#### **ARTICLE II**

The corporation shall exist perpetually, commencing upon the filing of the Articles of Incorporation by and with the Department of State.

#### ARTICLE III

The corporation shall engage in any business or purpose lawful under the laws of Florida.

## ARTICLE IV

The corporation is authorized to issue <u>100</u> shares of stock at \$5.00 par value, which shall be designated as common stock.

#### ARTICLE V

The street address of the initial principal office of the corporation is 279 Codrington Drive, Lauderdale By The Sea, Florida 33308.

This document was prepared by: Samuel Spencer Blum, Esquire Suite 106 2666 Tigertail Avenue Coconut Grove, Florida 33133 (305) 854-3314 Florida Bar No. 273430

Samuel Spencer Blum

ATTORNEY AY LAW

2666 tigertal avenue, suite 106 coconut grove, florida 33/33 — telephone: <306) 254-1666 telefax: (306) 254-35/4 E-mail: 68m@88mbium.com

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## ARTICLE VI

The name and address of the corporation's Registered Agent is Samuel Spencer Blum, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133.

#### ARTICLE VII

The corporation shall have one (1) director initially. The number of directors may either be increased or decreased from time to time by amendment to the By-Laws, but shall never be less than the number shown in this Article. The name and address of the initial directors and officers of this corporation are:

Philip S. Taormina, 279 Codrington Drive, Lauderdale By The Sea, Florida 33308,

## ARTICLE VIII

The power to adopt, alter, amend, or repeal the By-Laws shall be vested in the Board of Directors and shareholders.

## ARTICLE IX

The name and address of the incorporator of this corporation is: Philip S. Taormina, 279 Codrington Drive, Lauderdale By The Sea, Florida 33308.

#### ARTICLE X

The corporation shall indemnify the officers or directors or any former officer or director to the full extent permitted by law.

This document was prepared by: Samuel Spencer Blum, Esquire Suite 106 2666 Tigertail Avenue Coconut Grove, Florida 33133 (305) 854-3314 Florida Bar No. 273430

Samuel Spencer Blum

ATTORNEY AT LAW

egg 1564 tigertall avenue, suite 108 coconut grove, floric 23139 — telephone, (306) 854-1865 telefax; (306) 864-2314 Temple samblum,com

#### ARTICLE XI

At each election for directors, every shareholder entitled to vote shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE XIII

The members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Philip S. Tabrmina, Incorporator

- Page 3 -

Samuel Spencer Blom

ATTORNEY AT LAW

egge tigental ayenus, suite (og coconut grode, flòrida 331)3 — telephone; (305) 654/1 Beb Telepas; (306) 654/3314

E-Mail: Suite@Bandout.com

41400001074151

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Codrington Proporties, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Miami-Dade County, State of Florida, has named Samuel Spencer Blum, located at Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Spinuol Spencer Blum

Mey 2, 2014

- Page 4 -

Samuel Spencer Blum

2669 TIGEATAN AVENUG, SUITE 106 COCONUT GROVE, PLIADIDA 03153 — TELEPHONE: 1800) 884-1886 TELEFAX: 1808) 854-3314 MODERAL BEINGSBRIGHT