

P/4000078947

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

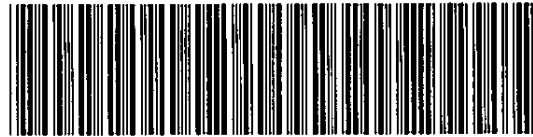
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900264352079

09/24/14--01009--011 **70.00

RECEIVED
FILING OFFICE
OF THE CLERK OF THE
COURT
2014 SEP 24 AM 11:26
TO ALABAMA JUDGE
SUPERIOR COURT OF FILING

FILED
14 SEP 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09/25/14

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

TERRACAP PI DEVELOPERS, INC.

Signature _____

Requested by: SETH

09/24/14

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

FILED
14 SEP 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TERRACAP PI DEVELOPERS, INC.**

The undersigned acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, hereby sets forth and declares:

CHARTER

**Article I
Name**

The name of the corporation shall be **TERRACAP PI DEVELOPERS, INC.**

**Article II
Principal Office**

The principal place for the transaction of the corporation business shall be **100 Sheppard Avenue East, Suite 502, Toronto, Ontario, Canada, M2N 6N5**, and the mailing address shall be **100 Sheppard Avenue East, Suite 502, Toronto, Ontario, Canada, M2N 6N5**. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

**Article III
Purpose**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article IV
Term of Existence**

The existence of the corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

**Article V
Authorized Shares**

The aggregate number of shares the corporation shall have authority to issue shall be 10,000 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the corporation shall not be divided into classes and the corporation is not authorized to issue shares in series.

Article VI
Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

ARTICLE VII
OFFICERS

The Officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, and a Secretary/Treasurer, who shall be a Director, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the ByLaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the Corporation until their successors are elected and qualified following the first meeting of Shareholders shall be:

Larry Krauss
100 Sheppard Avenue East, Suite 502
Toronto, Ontario, Canada, M2N 6N5

President/Director

Wayne Humphries
100 Sheppard Avenue East, Suite 502
Toronto, Ontario, Canada, M2N 6N5

Vice President

Gary Williams
100 Sheppard Avenue East, Suite 502
Toronto, Ontario, Canada, M2N 6N5

Secretary/Treasurer

Article VIII
Incorporator

The name and address of the incorporator of this incorporation is as follows:

CHARLES MANN
1833 Hendry Street
Fort Myers, FL 33901

FILED
14 SEP 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article IX
Indebtedness

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X
Registered Office and Agent

The street address of the initial registered office of this corporation is **1833 Hendry Street, Fort Myers, Florida 33901**, and the name of the initial registered agent of this corporation at that address is **CHARLES MANN, ESQ.**

Article XI
Transfer Restrictions

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation Than Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon."

FILED
14 SEP 24 AM 8 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article XII
Preemptive Rights

Without first being offered to the stockholders for subscription, any shares of common stock now or hereafter authorized may be issued: (a) as dividends or in payment of dividends; (b) in exchange for preferred stock or funded debt of the Corporation outstanding; (c) to fulfill any outstanding right or option created by the Corporation to acquire from the Corporation shares of its common stock, or to convert other securities of the Corporation into shares of common stock; or (d) pursuant to any amendment to the Articles of Incorporation whereby shares of common stock are changed into a greater number of shares of the same class.

XIII
Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV
Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV
Indemnification

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

FILED
14 SEP 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article XVI
Related Transactions

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

FILED

14 SEP 24 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I, CHARLES MANN, the undersigned being the incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 23 day of September, 2014.



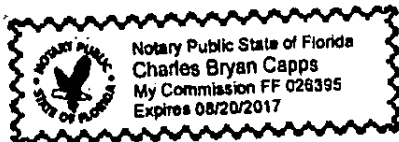
CHARLES MANN

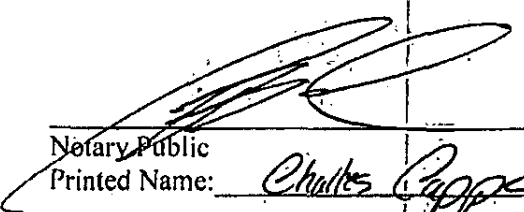
STATE OF FLORIDA)
COUNTY OF LEE)

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared CHARLES MANN, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 23rd day of September, 2014.

(seal)





Notary Public

Printed Name: Charles Capps

FILED
14 SEP 24 AM 8:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That **TERRACAP PI DEVELOPERS, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at **100 Sheppard Avenue East, Toronto, Ontario, Canada, M2N 6N5**, has named **CHARLES MANN, ESQ.**, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

By: 
CHARLES MANN, Registered Agent

FILED

14 SEP 24 AM 8:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA