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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SM LA PLAYA HOLDINGS #1 INC.**

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*Handwritten signature and date 11/14*

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ARTICLES OF INCORPORATION  
OF  
SM LA PLAYA HOLDINGS #1 INC.

The undersigned acting as incorporator for the purpose of forming a corporation, pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

SM LA PLAYA HOLDINGS #1 INC.

ARTICLE II - INCORPORATION

This Corporation shall be in existence as of the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III - MAILING ADDRESS AND PRINCIPAL OFFICE

The principal office, and the mailing address of the Corporation shall be:

1441 Brickell Avenue  
Suite 1400  
Miami, Florida 33131  
Attn: George D. Perlman, Esquire

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#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue the following number of common shares:

**CLASS A COMMON SHARES** - One Thousand (1,000) shares, eight hundred thirty-three (833) votes each, with a par value of One and 00/100 Dollar (\$1.00) each.

**CLASS B COMMON SHARES** - Ten Thousand (10,000) shares, one hundred (100) votes each with a par value of One and 00/100 Dollar (\$1.00) each.

**CLASS C COMMON SHARES** - Ten Thousand (10,000) shares zero votes each with a par value of One and 00/100 Dollar (\$1.00) each

#### ARTICLE V - PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights such that every Shareholder of this Corporation, upon the sale for cash or otherwise of any new stock of this Corporation, or of any stock of this Corporation held by it in its treasury or otherwise, of the same kind, class or series as that which the Shareholder already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1441 Brickell Avenue, Suite 1400, Miami, Florida 33131, and the initial registered agent of this Corporation at that address is George D. Perlman, P.A.

#### ARTICLE VII - INCORPORATORS

The name and address of the incorporator to these Articles is:

George D. Perlman, Esquire  
George D. Perlman, P.A.  
1441 Brickell Avenue, Suite 1400  
Miami, Florida 33131

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished, from time to time, pursuant to the By-laws, but shall never be less than one (1).

The name and address of the initial Director of this Corporation is:

George D. Perlman  
Suite 1400  
1441 Brickell Avenue  
Miami, Florida 33131

#### ARTICLE IX - MANAGEMENT

The Corporation shall be managed by a Board of Directors, unless the Shareholders shall, by a majority vote hereafter, determine that the Corporation shall be managed by the Shareholders.

#### ARTICLE X - AMENDMENT

These Articles may be amended, provided every amendment is approved by a majority of the Board of Directors and Shareholders.

#### ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who, at the request of the Board of Directors or Shareholders of the Corporation, may serve as directors or officers of another corporation in which the Corporation at such time may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon

judgments, attorneys' fees and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties or a party, or which may be asserted against them, or any of them, by reason of being or having been Directors or Officers of the Corporation, or of such other corporation, except to the extent prohibited under Florida law and except in relation to matters as to which any such Director or Officer shall be adjudged in any action, suit or proceeding to be liable for his own knowing violation of law or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-law, agreement, vote of Shareholders, or otherwise.

The private property of the Shareholders shall not be subject to the payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its Shareholders, and upon dividends due them, for any indebtedness to the Corporation of such Shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3rd day of November, 2014.

  
George D. Perlman, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF MY DUTIES AND THE UNDERSIGNED HEREBY ACCEPTS THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

Dated this 3rd day of November, 2014

GEORGE D. PERLMAN, P.A.

BY: 

GEORGE D. PERLMAN, Esquire.

DEPARTMENT OF STATE  
ATTORNEY GENERAL  
FLORIDA

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