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Steaven Miller

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FLORIDA PROFIT/NON PROFIT CORPORATION
NORSTAR HERITAGE OAKS, INC.

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DEC 23 2014

T. SCOTT

**ARTICLES OF INCORPORATION
OF
NORSTAR HERITAGE OAKS, INC.**

Pursuant to the provisions of Section 607.0202 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the corporation is Norstar Heritage Oaks, Inc.

ARTICLE II - ADDRESS

The principal office and mailing address of the corporation is 200 South Division Street, Buffalo, New York 14204.

ARTICLE III - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the corporation is 150 West Flagler Street, Museum Tower Suite 2200, Miami, Florida 33130, and the name of the registered agent of the corporation at such address is Brian J. McDonough.

ARTICLE V - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|---|
| Brian J. McDonough | 150 West Flagler Street Museum Tower, Suite 2200 Miami, Florida 33130 |

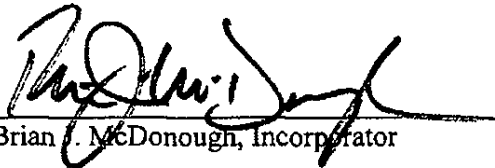
ARTICLE VI - INDEMNIFICATION

This Corporation shall indemnify any and all of its Directors, officers, employees or agents or former Directors, officers, employees or agents or any person or persons who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, to the full extent permitted by law. Said

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indemnification shall include, but not be limited to, the expenses, including the cost of judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a Director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any Directors, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this ____ day of December 2014.


Brian J. McDonough, Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Norstar Heritage Oaks, Inc. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, Florida Statutes.

Dated: December ____, 2014


Brian J. McDonough, Registered Agent