

Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BW COSTIN'S COTTAGES INC.**

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**ARTICLES OF INCORPORATION  
OF  
BW COSTIN'S COTTAGES INC.**

**Article I**

**Name**

The name of the corporation is BW Costin's Cottages Inc.

**Article II**

**Duration**

The corporation shall have perpetual existence.

**Article III**

**Purpose**

The corporation is organized for the purpose of transacting any and all lawful business.

**Article IV**

**Address**

The principal office of the corporation shall be 5099 Highway A1A, Suite 300, Vero Beach, Florida 32963.

**Article V**

**Capital Stock**

The corporation is authorized to issue 1,000 shares of common stock, no par value.

**Article VI**

**Initial Registered Office and Agent**

The street address of the initial registered office of the corporation is 7805 SW 6<sup>th</sup> Court, Plantation, FL 33324 and the name of the initial registered agent of the corporation at that address is Steven W. Deutsch.

**Article VII**

**Initial Board of Directors**

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of each of the initial directors of the corporation is:

Patricia Werhahn  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32963

Beatrice Werhahn Bianchi  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32963

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**Article VIII**  
**Initial Officers**

The name, address and title of each of the initial officers of the corporation is:

Beatrice Werhahn Bianchi - President  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32963

Patricia Werhahn - Vice President, CEO, Secretary and Treasurer  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32963

**Article IX**  
**Incorporator**

The name and address of the incorporator is:

Patricia Werhahn  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32963

**Article X**  
**Powers**

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article XI**  
**Indemnification**

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs and the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

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Article XII

Bylaws

The bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The corporate existence of this corporation shall begin upon the filing of these Articles of Incorporation.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

P. W. O. L. E.  
Patricia Werhahn, Incorporator

3.5.2015  
Date

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Steven W. Deutsch  
Steven W. Deutsch, Registered Agent

3/6/2015  
Date

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