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## CAPITAL CONNECTION, INC.

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

Terracap Estero Developers Inc

Signature \_\_\_\_\_

Requested by: Seth

05/28/15

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

Art of Inc. File \_\_\_\_\_

LTD Partnership File \_\_\_\_\_

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L.C. File \_\_\_\_\_

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Annual Report / Reinstatement \_\_\_\_\_

Cert. Copy \_\_\_\_\_

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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 \_\_\_\_\_

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UCC 11 Search \_\_\_\_\_

UCC 11 Retrieval \_\_\_\_\_

Courier \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
- OF  
TERRACAP ESTERO 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 ESTERO 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

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TALLAHASSEE, FLORIDA

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.

**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

**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."

**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.

### **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.

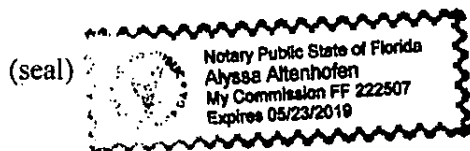
IN WITNESS WHEREOF, I, CHARLES MANN, the undersigned being the incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 28 day of May, 2015.

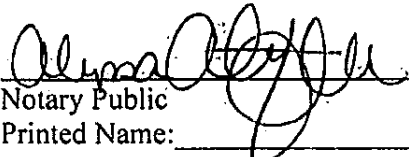
  
\_\_\_\_\_  
CHARLES MANN

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 28 day of May, 2015.



  
\_\_\_\_\_  
Notary Public  
Printed Name: \_\_\_\_\_

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

First--That **TERRACAP ESTERO 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, Suite 502, 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

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