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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**ADAM F/F INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**ADAM F/F INC.**

**ARTICLE I - NAME**

The name of the corporation shall be: **ADAM F/F INC.**

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. Corporate existence shall commence at the time of filing of the Articles by the Department of State, State of Florida.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in the business of providing housing and long term care to individuals through an assisted living facility and all other related business permitted under the laws of the State of Florida and the United States of America.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock which shall be designated "COMMON SHARES." The One Thousand (1,000) shares shall be issued in the names of Francisco Garcia and Fredy Garcia Santirzo.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every stockholder, upon the sale for cash of any stock of this corporation of the same kind, class or service, as that which he 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 AND PRINCIPAL OFFICE**

The street address of the principal office is 34 West 14<sup>th</sup> Street, Hialeah, FL 33010. The street address of the initial registered agent of this corporation is 3162 Commodore Plaza, Suite 3AB, Miami, FL 33133. The name of the registered agent is Francisco J. Ortega, Esq.

Francisco J. Ortega, Esq.  
3162 Commodore Plaza, Suite 3AB  
Miami, Florida 33133  
Florida Bar Number: 258740

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## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either increase or diminish from time to time by the by-laws but shall never be less than one. The name and address of the initial directors of this corporation are:

P/D  
Francisco Garcia  
34 West 14<sup>th</sup> Street  
Miami, FL 33010

VP/D  
Freddy Garcia Santirzo  
34 West 14<sup>th</sup> Street  
Miami, FL 33010

## ARTICLE VIII - INCORPORATOR

The name and address of the person signing these articles is:

Francisco J. Ortega  
3162 Commodore Plaza, Suite 3AB  
Miami, FL 33133

## ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or re-peal by-laws shall be vested in the Board of Directors and the shareholders.

## ARTICLE X - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors or the holders of not less than one tenth of all the shares entitled to vote at the meeting.

## ARTICLE XI - SHAREHOLDER VOTING AND QUORUM

The majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Francisco J. Ortega, Esq.  
3162 Commodore Plaza, Suite 3AB  
Miami, Florida 33133  
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ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - ACCOUNTING YEAR

The closing month of the accounting year for this corporation is December. The fiscal year shall run from January through December.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 2 day of July, 2015.

  
Francisco J. Ortega, Incorporator


STATE OF FLORIDA     )  
                                      )  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 2 day of July, 2015 by Francisco J. Ortega, who is personally known to me and who did take an oath.



  
Notary Public

I, the undersigned, having been named as Initial Registered Agent of the Corporation in the foregoing Articles of Incorporation hereby accept said office and will serve in said capacity.

  
Francisco J. Ortega, Registered Agent

Francisco J. Ortega, Esq.  
3162 Commodore Plaza, Suite 3AB  
Miami, Florida 33133  
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