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**FLORIDA PROFIT/NON PROFIT CORPORATION
CANO AMERICA, INC.**

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January 13, 2016

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INCORPORATING SERVICES FL

SUBJECT: CANO AMERICA, INC.
REF: W16000002055

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Claretha Golden
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FAX Aud. #: H16000009791
Letter Number: 616A00000862

**ARTICLES OF INCORPORATION
OF
CANO AMERICA, INC.**

The undersigned individual, for the purpose of forming a Florida profit corporation in compliance with Chapter 607 Florida Statutes (F.S.), hereby adopts the following the following articles of incorporation:

ARTICLE I

The name of the corporation is Cano America, Inc. (the "Corporation").

ARTICLE II

The principal street address and mailing address of the Corporation is 680 N. University Drive, Pembroke Pines, Florida 33024.

ARTICLE III

The purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

A. The Corporation is authorized to issue two classes of stock to be designated "common stock" and "preferred stock". The total number of shares the Corporation is authorized to issue 13,000,000, of which 12,000,000 shares of which will be common stock, \$0.001 par value per share, and 1,000,000 of which will be preferred stock, \$0.001 par value per share.

B. 11,900,000 of the authorized shares of common stock are hereby designated "Class A Common". 100,000 of the authorized shares of common stock are hereby designated "Class B Common".

C. The rights, preferences and restrictions related to the preferred stock are as follows:

1. **Redemption.** The Corporation may elect to redeem one or more shares of outstanding preferred stock, at any time or from time to time, by resolution approved by the board of directors. The redemption date will be the date of approval by the board of directors, unless another date is specified in the resolution approving the redemption. The redemption price for each outstanding share of preferred stock will be \$10.00 (the "Redemption Price"), as adjusted for any split or combination of shares of preferred stock occurring after the filing date hereof. As of the redemption date, all redeemed shares of preferred stock will be deemed authorized but unissued, and the holders of redeemed shares will be entitled only to receive the Redemption Price, plus any accrued but unpaid dividends (whether or not declared) and any other declared but unpaid dividends with respect to each redeemed share through the redemption date. The Corporation's obligation to pay the foregoing amounts will be irrevocable as of the

redemption date and will be payable in cash upon surrender of the certificate representing such share (or affidavit in a form satisfactory to the Corporation).

2. Dividends. Holders of preferred stock, in preference to the holders of common stock, will be entitled to receive cash dividends at the rate of 5% of the Redemption Price per annum, per share (as adjusted for any stock splits, combinations, recapitalizations and the like with respect to such shares occurring after the filing date hereof). Dividends will be cumulative and payable when and as declared by the board of directors, only out of funds legally available therefor.

3. Sale; Liquidation. Upon any Sale, liquidation, dissolution or winding up of the Corporation, before any distribution or payment is made to the holders of common stock, the holders of preferred stock will be entitled to be paid out of the assets of the Corporation legally available for distribution, or the consideration received in the Sale, an amount per share of preferred stock equal to the Redemption Price plus any accrued but unpaid dividends (whether or not declared) and any other declared but unpaid dividends with respect to such share. If the assets of the Corporation, or consideration received in a Sale (including cash, securities and other property), are insufficient to make payment in full to all holders of preferred stock, then payment shall be distributed ratably to the holders of preferred stock in proportion to the amount they would receive if paid in full. For purposes of this Section 3, "Sale" means (i) any merger or consolidation of the Corporation with or into any other corporation or entity, or any other reorganization, as a result of which the shareholders immediately prior to the merger, consolidation or reorganization hold less than 50% of the voting power of the surviving entity immediately following the merger, consolidation or reorganization; (ii) any transaction or series of related transactions to which the Corporation is a party as a result of which the shareholders immediately prior to such transactions hold less than 50% of the voting power of the Corporation immediately after such transactions; or (iii) the sale or other disposition of all or substantially all of the assets of the Corporation.

4. Voting. The preferred stock is non-voting, and shall have no voting rights whatsoever.

D. After payment of the liquidation preference to the holders of preferred stock, the holders of the common stock have the right to receive the net assets of the Corporation upon liquidation, dissolution or winding up.

E. Shares of Class A Common and Class B Common will vote together, as a single class. Except as otherwise required by law, each outstanding share of Class A Common is entitled to one vote on each matter voted on at a shareholders' meeting, and each outstanding share of Class B Common is entitled to 100 votes on each matter voted on at a shareholders' meeting.

F. The presence of one third of the shares entitled to vote at any annual or special meeting of the shareholders of the Corporation shall constitute a quorum with respect to any action required or permitted to be taken at such meeting. Any action required or permitted to be taken at an annual or special meeting of shareholders of the Corporation may be taken without a meeting if consented to in writing by the holders of outstanding shares having at least the

minimum number of votes necessary to authorize or ratify such an action if taken at a meeting at which all shares entitled to vote were present and voted.

ARTICLE V

The Corporation will indemnify each of its directors and officers to the fullest extent not prohibited under Section 607.0850 F.S., as it now exists or may hereafter be amended, against all expense, liability, and loss (including, without limitation, attorney fees) incurred or suffered by such a person by reason of or arising from the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, and such indemnification will continue as to a person who has ceased to be a director, officer, partner, trustee, employee, or agent and will inure to the benefit of his or her heirs, executors, and administrators. The Corporation may, by action of the board of directors, provide indemnification to employees and agents of the Corporation who are not directors or officers with the same scope and effect as the indemnification provided in this Article V to directors and officers. The indemnification provided in this Article V is not exclusive of any other rights to which any person may be entitled under any statute, bylaw, agreement, resolution of shareholders or directors, contract, or otherwise.

The Corporation will pay for or reimburse the reasonable expenses incurred by any current or former director or officer of the Corporation who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by Section 607.0850 F.S., provided that the director or officer furnishes the Corporation with (i) a written affirmation of the director's or officer's good-faith belief that the director or officer has met the standard of conduct described in Subsections (1) or (2), as applicable, of Section 607.0850 F.S., and (ii) a written undertaking, executed personally on the director's or officer's behalf, to repay the advance if it is ultimately determined that the director or officer did not meet that standard of conduct.

No amendment to this Article V that limits the obligation of the Corporation to indemnify any person will have any effect on that obligation for any act or omission that occurs before the effective date of the amendment.

ARTICLE VI

The address of the initial registered office of the Corporation is 680 N. University Drive, Pembroke Pines, Florida 33024, and the name of the initial registered agent of the Corporation at that address is Marlow Hernandez.

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.



Marlow Hernandez, Registered Agent
January 4, 2016

ARTICLE VII

The name and address of the incorporator of the Corporation are Jason Conger, 1567 SW Chandler Avenue, Suite 204, Bend, Oregon 97702.

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 Section 817.155 F.S.



Jason Conger, Incorporator
January 4, 2016