

2/16/2016

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION RHE SPA INC.

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**ARTICLES OF INCORPORATION  
OF  
RHE.SPA INC.**

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
Name**

The name of the Corporation is RHE.SPA INC.

**ARTICLE II  
Powers**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE III  
Authorized Capital and Shares**

Section 1. Number of Authorized Shares. The Corporation is authorized to issue Ten Thousand (10,000) shares of common stock, with a par value of \$1.00 per share (the "Shares").

Section 2. Transfer Restrictions. No Shares may be transferred without the approval of at least sixty (60%) percent of the outstanding shares of common stock authorized to vote. Any purported or attempted transfer of Shares in violation of this transfer restriction will be prohibited and void *ab initio*.

For purposes of this Article III, the term "Transfer" means any transfer, assignment, sale, conveyance, hypothecation, license, lease, partition, pledge, grant of an option, other disposition, or grant of a security interest in a Shareholder's Shares, the voting rights, or economic interests in the Corporation (whether or not by operation of law), any gift, donation, assignment, bequeathal or any other transfer for no consideration (whether or not by operation of law) of all or a portion of a Shareholder's Shares, voting rights, or economic interests in the Corporation, and also including any "involuntary transfer" such as a sale of any part of the Shareholder's Shares, voting rights, or economic interests in the Corporation therein in connection with any judicially forced or imposed sale, bankruptcy or similar insolvency proceedings, the entry of a final order of a Court in a divorce proceeding that is not subject to appeal directing transfer of the Shares, or a trust imposed on such Shareholder's Shares, voting rights, or economic interests in the Corporation for the benefit of such spouse, or any transfer occasioned by a separation agreement in a divorce proceeding that is not subject to appeal, or any other disposition or encumbrance of a Shareholder's Shares, voting rights, or economic interests in the

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Corporation. For purposes of this transfer restriction, any transfer, exchange or series of transfers (or exchanges), directly or indirectly, of the stock, partnership, member or other ownership interests of any Shareholder that is a business organization or an entity (or any combination of such transfers or exchanges, whether direct or in connection with a merger, acquisition, sale, or similar reorganization or transaction, including issues of new stock or other ownership interests, or the exercise of options, warrants, debentures or other convertible instruments, or a redemption of other interests in the Shareholder, and any similar transactions involving the stock or other ownership interests of such Shareholder), the effect of which is that the Persons who owned more than fifty percent (50%) of the outstanding stock or other equity ownership interests in such Shareholder no longer own more than fifty percent (50%) of such stock or other equity ownership interests, then a Transfer will also be deemed to have occurred with regard to the Shares owned by such Shareholder. For purposes herein, "Person" means any individual, firm, corporation or other legal entity, or trust, and includes any successor (by merger or otherwise) of such entity.

#### **ARTICLE IV**

##### **Addresses**

The Corporation's mailing and principal place of business address is: 1441 Brickell Ave., Suite 1400, Miami, FL 33131.

#### **ARTICLE V**

##### **Registered Office and Agent**

The address of the Corporation's initial registered office is: 1441 Brickell Avenue, Suite 1400, Miami FL 33131, and the name of the initial registered agent at such office is Robert Allen Law.

#### **ARTICLE VI**

##### **Indemnification**

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida Business Corporation Act, any person made, or threatened to be made, a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise, by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was a Shareholder of the Corporation; or (iii) is or was serving at the request of the Corporation as a director, officer, agent or employee of another corporation, limited liability company, partnership, joint venture, trust or other enterprise, or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with such action, suit or proceeding and any appeal therefrom, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or

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proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, the Board of Directors of the Corporation shall have, unless otherwise expressly prohibited by the Florida Business Corporation Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is, or was, an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust or other enterprise.

The indemnification and advancement of costs, charges and expenses provided by this Article shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of costs, charges and expenses may be entitled under any law (common or statutory), agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation, and shall continue as to a person who has ceased to be a director, or officer as to actions taken while he was such a director, or officer, and shall inure to the benefit of the estate, heirs, executors and administrators of such person. All rights to indemnification under this Article will be deemed to be a contract between the Corporation and each director and Shareholder of the Corporation who serves or served in such capacity at any time while this Article is in effect.

Except for those persons entitled to indemnification pursuant to the first paragraph of this Article, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction without the express prior written approval of the Board.

## **ARTICLE VII**

### **Directors and Officers**

Section 1. Officers and Directors. The initial officers and directors of the Corporation are:

Title: President, Director  
Spasiano, Amedeo  
1441 Brickell Ave., Suite 1400  
Miami, FL 33131

Section 2. Restrictions on Officers' Power and Authority. It is the intention of the Board of Directors that, subject to the supervision, general direction and authority of

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the Board of Directors, and the specific provisions of these Articles, and the Corporation's Bylaws, the Corporation's officers shall manage the day-to-day business operations of the Corporation as prescribed more specifically in the Corporation's Bylaws and in the Corporation's Shareholders Agreement. The Corporation's officers may include, without limitation, a Chairman of the Board, Chief Executive Officer, President, Vice-President, Treasurer, and Secretary. Any person may hold more than one (1) officer position and there may be multiple persons with the same title. The authority of such officers and the specific duties and limitations of each officer shall be as specified in duly adopted resolutions of the Board of Directors from time to time, the Shareholders' Agreement, or the Bylaws. Officers shall serve a term of one (1) year, or until a qualified successor is appointed according to the procedure set forth herein and in the Bylaws. The Board of Directors shall appoint all the officers of the Corporation pursuant to the procedures established in the Corporation's Bylaws. The Corporation's initial officers will be as set forth above.

Section 3. Limited Liability. To the fullest extent permitted by the Florida Business Corporation Act (as such law currently exists or may hereafter be amended so long as any such amendment authorizes action further eliminating or limiting the personal liabilities of directors), a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this paragraph by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

#### **ARTICLE VIII**

##### **Severability**

If any provision or provisions of these Articles of Incorporation will be held to be invalid, illegal or unenforceable as applied to any circumstance for any reason whatsoever, then, to the fullest extent permitted by applicable law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of these Articles of Incorporation (including, without limitation, each portion of any paragraph of these Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) will not in any way be affected or impaired thereby.

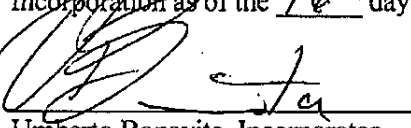
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**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator of the Corporation is Umberto Bonavita, Robert Allen Law, 1441 Brickell Avenue, Suite 1400, Miami, FL 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 16<sup>th</sup> day of February, 2016.



Umberto Bonavita, Incorporator  
Robert Allen Law

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the Corporation, at the place designated in the Articles of Incorporation:

- (i) I agree to act in this capacity;
- (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and
- (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 16<sup>th</sup> day of February, 2016.

Robert Allen Law



By: \_\_\_\_\_  
Umberto Bonavita, President

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