

Division of Corporations

Florida Department of State

Division of Corporations

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Email Address: TAK@phkhlaw.com**FLORIDA PROFIT/NON PROFIT CORPORATION****Aqua One Developer, Inc.**

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Fax Audit No:

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**ARTICLES OF INCORPORATION**  
**OF**  
**AQUA ONE DEVELOPER, INC.**

The undersigned incorporated subscriber of these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida.

**ARTICLE I. NAME**

The name of this Corporation is AQUA ONE DEVELOPER, INC., (hereinafter, "Corporation").

**ARTICLE II. PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of United States and of the State of Florida.

**ARTICLE III. PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1651 Whitfield Ave, Sarasota, Florida 34243 and mailing address the same

**ARTICLE IV. INCORPORATOR**

Timothy A. Knowles, Esq.  
1205 Manatee Ave West  
Bradenton, FL 34205

**ARTICLE V OFFICERS**

The initial officers of the Corporation shall be:

President:	Carlos M. Beruff
Vice-President:	Michael J. Jacobson
Secretary:	Margo Holeman
Treasurer:	Charles Torkaz

whose addresses shall be the same as the principal office of the Corporation except Mr. Jacobson's address is 16 Highland Ave, Cambridge, MA 02139.

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The Officers may be removed and replaced as provided in the Bylaws of the Corporation.

ARTICLE VI. DIRECTOR(S)

The initial Director(s) of the Corporation shall be:

CARLOS M BERUFF

MICHAEL J. JACOBSON

whose addresses shall as stated in ARTICLE V, above. The number of Directors may be increased or decrease by the then sitting Directors [but there shall never be less than two (2) Directors.] and Directors may be removed and replaced, as provided in the Bylaws of the Corporation.

ARTICLE VII CORPORATE SHARES

The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock.

ARTICLE VIII- SUB-CHAPTER S CORPORATION

The Corporation shall elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The Shareholders of this Corporation shall elect, and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without written consent of all shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of the stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### ARTICLE IX-SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Agreement, is on file at the principal office of the Corporation, and shall be provided to each shareholder on or before issuance of the shareholders stock certificate. Every stock certificate shall contain a statement that ownership and transfer are subject to the terms of a Shareholder Agreement dated \_\_\_\_\_.

#### ARTICLES X-POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### ARTICLE XI- TERM OF EXTISTENCE

This Corporation shall have perpetual existence.

#### ARTICLE XII-REGISTERED OWNER(S)

The Corporation, to the extent of permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the

Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE XIII-REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of the Corporation is 1205 Manatee Ave West, Bradenton, FL 34205. The name of the registered agent of this Corporation is Timothy A. Knowles, Esq, at said address.

#### ARTICLE XIV- BYLAWS

The Board of Director(S) of the Corporation shall have powers without the assent or vote of the shareholders, unless otherwise provided in the Bylaws, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take action for making, alteration, amendment or repeal of the Bylaws.

#### ARTICLES XV- INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits of otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by director or officer in connection with the proceedings. The Corporation may indemnify an individual made a party to a proceeding because the Individual made a party to a proceeding because the individual is or was a director, officer, employee, or agent of the Corporation against liability if authorized in the specific case after determination, in the manner

required by the board of directors, that indemnification of director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agent of the Corporation shall apply when such person are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefits plan or other enterprise, whether or not for profit as, well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expense shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee",

and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

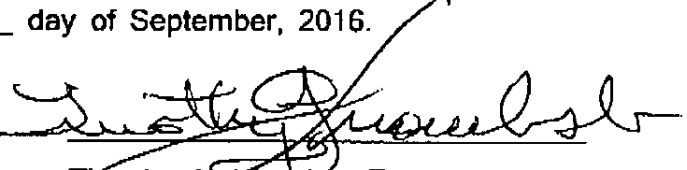
ARTICLES XVI- EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon filing and acceptance with the Secretary of the State, State of Florida.

ARTICLES XVII- AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, or these Articles or the Bylaws of the Corporation and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

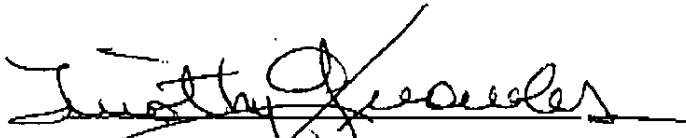
IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 30<sup>th</sup> day of September, 2016.

  
Timothy A. Knowles, Esq.

ACCEPTANCE BY REGISTERED AGENT

TIMOTHY A. KNOWLES, Esq., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

DATED this 30<sup>th</sup> day of September, 2016.

  
Timothy A. Knowles, Esq.

STATE OF FLORIDA  
COUNTY OF MANATEE

On September 30<sup>th</sup>, 2016, Timothy A. Knowles, Esq., designated above as the individual who shall serve as this company's Registered Agent, who is personally known to me and who did take an oath personally appeared before me and signed these Articles of Organization.

  
Notary Public, State of Florida

