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xx **FILING** **ARTICLES** _____

1. **Gidney Capital, Inc.**

(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

ARTICLES OF INCORPORATION

OF

GIDNEY CAPITAL, INC.

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

ARTICLE I: NAME

The name of this Corporation (the "**Corporation**") shall be Gidney Capital, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 6401 N. Bay Road, Miami Beach, Florida 33141.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one (\$1.00) dollar per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mark H. Hildebrandt, 1135 Kane Concourse, 5th Floor, Bay Harbor Islands, Florida 33154.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Mark H. Hildebrandt, 1135 Kane Concourse, 5th Floor, Bay Harbor Islands, Florida 33154.

ARTICLE VI: GENERAL PROVISIONS

(a) A director of the Corporation may transact business, borrow, lend or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

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(b) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such person.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Mark H. Hildebrandt, Registered Agent

Date: December 28, 2018

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 s.817.155, F.S.



Mark H. Hildebrandt, Incorporator

Date: December 28, 2018

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA