

Apr. 9. 2021 11:17AM

Division of Corporations

No. 02

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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
Red Hills REIT, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
RED HILLS REIT, INC.**

(A Florida For Profit Corporation)

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the Corporation is Red Hills REIT, Inc. (the "Corporation").

ARTICLE 2

DURATION AND EXISTENCE

The Corporation shall exist perpetually.

ARTICLE 3

PURPOSE

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the Act.

ARTICLE 4

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office address and mailing address of the Corporation is 217 North Monroe Street, Tallahassee, Florida 32301.

ARTICLE 5

CAPITAL STOCK

The Corporation is authorized to issue up to 100,000 shares of common stock, \$1 par value per share.

The Corporation is authorized to issue up to 10,000 shares of preferred stock ("Preferred Stock"), which shall constitute a separate and single class of shares that may be issued in one or more series.

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The Board of Directors of the Corporation is vested with the authority to establish, in its discretion, the voting rights and other designations, preferences, rights, qualifications, limitations, and restrictions, if any, of each such series by the adoption and filing in accordance with the Act, before any such issuance of any shares of such series, of an amendment or amendments to these Articles of Incorporation determining the terms of such series, which amendment need not be approved by the shareholders or holders of any class or series of shares except as provided for by law. All shares of Preferred Stock of the same series shall be identical with each other in all respects.

ARTICLE 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 217 North Monroe Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation at that address is J. Kimbrough Davis.

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Gregory K. Bader
Gunster, Yoakley & Stewart, P.A.
450 East Las Olas Boulevard, Suite 1400
Port Lauderdale, Florida 33301-4206

ARTICLE 8

BOARD OF DIRECTORS

The manner in which the directors are elected or appointed shall be as provided in the bylaws of the Corporation. The initial members of the board of directors are:

Jep Larkin
Michael Stehlik
Lee Nichols
John Sample, Jr.

ARTICLE 9

OFFICERS

As provided in the bylaws of the Corporation, officers may be appointed from time to time by the board of directors and will hold their offices for such terms, exercise such powers and perform such duties

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as will be determined from time to time by the board of directors in accordance with the bylaws of the Corporation. The initial officers of the Company shall be:

Jep Larkin
Michael Stehlik

President and Corporate Secretary
Treasurer

ARTICLE 10

SPECIAL MEETINGS OF SHAREHOLDERS

Special meetings of the shareholders shall be held pursuant to and in accordance with the procedures specified in the bylaws, provided that a special meeting shall be held when requested in writing by the holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting.

ARTICLE 11

BYLAWS

The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaws adopted by shareholders if the shareholders specifically provide such bylaws are not subject to amendment or repeal by the directors.

ARTICLE 12

AMENDMENT

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

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation on the 8th day of April, 2021.

/s/ Gregory K. Bader

Gregory K. Bader, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, J. Kimbrough Davis hereby accepts the appointment as registered agent and agrees to act in this capacity. J. Kimbrough Davis further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 607, F.S.

/s/ J. Kimbrough Davis

J. Kimbrough Davis

Dated: April 8, 2021

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