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## FLORIDA PROFIT/NON PROFIT CORPORATION

### Compass Construction and Development Corp.

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ARTICLES OF INCORPORATION  
OF  
COMPASS CONSTRUCTION AND DEVELOPMENT CORP.

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**ARTICLES OF INCORPORATION  
OF  
COMPASS CONSTRUCTION AND DEVELOPMENT CORP.**

In compliance with the requirements of the laws of the State of Florida, the following are the Articles of Incorporation for Compass Construction and Development Corp.

1. Name. The name of the corporation shall be Compass Construction and Development Corp. (the "Corporation").
2. Principal Office. The principal office of the Corporation is 45 S.W. 9<sup>th</sup> Street, Suite 2003, Miami, Florida 33130.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Corporation is Solomon, Cooperman & Recondo, LLP, 1101 Brickell Avenue, Suite N1101, Miami, Florida 33131. The name of the Registered Agent of the Corporation is:

SOLOMON, COOPERMAN & RECONDO, LLP

4. Purpose. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
5. Capital Stock. This corporation is authorized to issue Two Hundred (200) shares of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00) par value common stock, which shall be designated "Common Shares."
6. Owners and Membership.

6.1. Membership. The Members of the Corporation shall consist of all of the shareholders of the Corporation.

6.2. Voting. On all matters upon which the Members shall be entitled to vote, each Member shall be entitled to one (1) vote for each Common Share held.

7. Term of Existence. This corporation shall have a perpetual existence, unless dissolved according to law, commencing on the 1<sup>st</sup> day of July, 2022.

8. Directors.

8.1. Number and Qualification. The property, business and affairs of the Corporation shall be managed by a Board of Directors (the "Board") consisting initially of three (3) directors, but subject to change as provided by the By-Laws.

8.2. Election; Removal. Directors shall be appointed, elected, and removed as provided in the By-Laws.

8.3. Initial Directors. The names and addresses of the members of the current Board who shall hold office until their successors are appointed and/or elected, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nancy Torti	45 SW 9 <sup>th</sup> Street, Suite 2003 Miami, Florida 33130
Tom Torti	45 SW 9 <sup>th</sup> Street, Suite 2003 Miami, Florida 33130
Scott Horak	45 SW 9 <sup>th</sup> Street, Suite 2003 Miami, Florida 33130

9. Officers. The affairs of the Corporation shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board and shall serve at the pleasure of the Board. The names and addresses of the current officers who shall serve until their successors are designated by the Board are as follows:

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PRESIDENT: Nancy Torti  
45 SW 9<sup>th</sup> Street, Suite 2003  
Miami, Florida 33130

VICE PRESIDENT: Tom Torti  
45 SW 9<sup>th</sup> Street, Suite 2003  
Miami, Florida 33130

SECRETARY/TREASURER: Scott Horak  
45 SW 9<sup>th</sup> Street, Suite 2003  
Miami, Florida 33130

10. Incorporator. The name and address of the Incorporator is as follows:

Jeff Cooperman, Esq.  
Solomon, Cooperman & Recondo, LLP  
1101 Brickell Avenue, Suite 11101, Miami, Florida 33131

11. Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by Florida Law and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Section shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

12. By-Laws. The first By-Laws of the Corporation shall be adopted by the Board and may be altered, amended or rescinded by the Board, as provided in the By-Laws.

13. Amendments. Amendments to these Articles may be made by a majority vote of the Directors. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Corporation, has executed these Articles of Incorporation as of this 11 day of July, 2022.

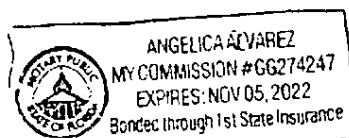
Jeff Cooperman, Esq., Incorporator

STATE OF FLORIDA )  
 ) SS.:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 11 day of July, 2022 by Jeff Cooperman, Esq. who is personally known to me.

My commission expires:

Angelica Alvarez  
NOTARY PUBLIC  
State of Florida at Large  
Print name: Angelica Alvarez



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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 11 day of July, 2022.

SOLOMON, COOPERMAN & RECONDO, LLP

By: [Signature]  
Jeff Cooperman, Esq., Partner

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