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C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-0290

City State Zip Phone

CORPORATION(S) NAME

Learn How Maintenance Corporation

☒ Profit *divides*

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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CR2E031 (1-89)

Revision Date February 1, 1993

ARTICLES OF INCORPORATION
OF
OCEAN REEF MAINTENANCE CORPORATION

Secretary of State
State of Florida
Tallahassee, FL

The undersigned natural person, of the age of eighteen years or more, for the purpose of forming a corporation under the General and Business Corporation Law of Florida, adopts the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation is: Ocean Reef Maintenance Corporation.

ARTICLE TWO

The address, including street and number, if any, of the corporation's initial registered office in the State of Florida is: 23123 South State Road 7, Suite 255, Boca Raton, Florida, 33428; and the name of its initial registered agent is James N. Gordon. The principal place of business and mailing address of the corporation shall be: 23123 South State Road 7, Suite 255, Boca Raton, Florida, 33428.

ARTICLE THREE

The aggregate number, class and par value of the shares which the corporation shall have authority to issue shall be:

The corporation shall be authorized to issue 3,000 shares of TEN DOLLAR (\$10.00) par value per share common stock. There shall be no preferences, qualifications, limitations, restrictions, or special or relative rights including convertible rights with respect to the shares of the said class of stock.

ARTICLE FOUR

There shall be no preemptive rights in any shareholder to acquire additional stock; provided, however, that the Board of Directors, by appropriate resolution, may enter into an agreement on behalf of the corporation or may specify in said resolution whereby an offering of stock shall be first offered for sale to the then existing shareholders of the corporation, or whereby the corporation itself may acquire any shares of stock offered for sale by an existing shareholder in preference to any other person.

ARTICLE FIVE

The name and place of residence of the incorporator is as follows:

James N. Gordon
23123 South State Road 7
Suite 255
Boca Raton, FL 33428

ARTICLE SIX

The number of Directors to constitute the Board of Directors is two (2). Thereafter the number of directors shall be fixed by, or in the manner provided in the by-laws. Any changes in the number will be reported to the Secretary of State within thirty (30) calendar days of such change.

ARTICLE SEVEN

The duration of the corporation is perpetual.

ARTICLE EIGHT

The corporation is formed for the following purposes:

1. As principal, agent, or broker, and on commission or otherwise; combine, sell, exchange, lease, let, grant, manage, supervise, take licenses with respect to, improve, develop, repair, manage, maintain and operate real property of every kind and description, and every kind of real estate interest, right or interest therein or pertaining thereto; to construct, raze and wreck buildings, structures, and works of all kinds for itself and others; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate; to act as loan broker; generally to do everything

suitable, proper, and conducive to the successful conduct of a real estate business and management concern in all its branches and departments.

2. To manage and supervise the daily operations of apartment buildings and office buildings and all types and descriptions; to act as syndicator or promoter for publicly or privately held partnerships and corporations owning real property interests of every type and description; to convert existing structures into condominium type dwellings or buildings; to buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all types and descriptions.

3. To carry on and conduct a general agency business; to act and appoint others to act as general agent, special agent, broker, factor, manufacturer's agent, purchasing agent, sales agent, managing agent, distributing agent, representative, and commission merchant for individuals, firms, associations, and corporations for all types of mercantile activities.

4. To manage or administer as agent the business or property of any corporation, firm, or person carrying on any authorized business, and to sell or dispose of, receive, and make disbursements for, or arrange for the management or administration of the whole or any part of the business or property of any corporation, firm, or person, and to act as agent, broker, consignee, or factor of others in buying and selling all manner and kind of goods, and to make contracts with others in reference to the handling and disposing of the same, and to deliver goods on bills of lading in the name of this Corporation, to draw drafts against such bills of lading, and to carry insurance in the name of this Corporation on goods consigned for sale, and to develop and extend the business interests of any corporation, firm, or person.

5. To aid in any manner any corporation, association, or trust estate, domestic or foreign, or any firm or individual, any shares of stock in which or any bonds, debentures, notes, securities, evidences of indebtedness, contracts, or obligations of which are held by or for this Corporation, directly or indirectly, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts designed to protect, preserve, improve, or enhance the value of any property at any time held or controlled by it or in which it may be at any time interested, directly or indirectly or through other corporations or otherwise; and to organize or promote or facilitate the organization of any corporation, association, partnership, syndicate, or entity, domestic or foreign.

6. To do any and all things herein set forth, and in addition such other acts and things as are necessary or convenient to the attainment of the purposes of this Corporation, or any of them, to the same extent as natural persons lawfully might or could do in any

part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporation Law of this state.

7. To act as an employment agency and to obtain employees and to employ persons which are loaned, leased, or otherwise temporarily assigned to other firms, corporations, or businesses for any lawful purpose.

8. To loan or otherwise invest its funds from time to time, secured or unsecured, for such time and upon such terms and conditions as its Board of Directors may authorize.

9. To borrow money, and for such other purposes, to execute notes, bonds, debentures, or any other forms of indebtedness, and to secure the payment of same by mortgage, deed of trust, or other encumbrance, pledge, or other form of hypothecation.

10. To have and to exercise all powers necessary or incident to carrying out its corporate purposes and all other legal acts permitted general and business corporations, which are permitted by the laws of the State of Florida and the laws of the United States.

ARTICLE NINE

Except as otherwise specifically provided by statute, all powers of management and direct control of the corporation shall be vested in the Board of Directors.

The Board of Directors shall have power to make, and from time to time repeal, amend and alter the bylaws of the corporation; provided, however, that the paramount power to repeal, amend and alter the bylaws or to adopt new bylaws, shall always be vested in the shareholders, which power may be exercised by a vote of a majority thereof present at any annual or special meeting of the shareholders, and the directors thereafter have no power to suspend, repeal, amend or otherwise alter any bylaws or portion thereof so enacted by the shareholders, unless the shareholders in enacting such bylaws or portion thereof shall otherwise provide.

ARTICLE TEN

Any person, upon becoming the owner or holder of any shares issued by this corporation, does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such shares of stock in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have reference to or affect

corporations, such shares of stock, or such persons in any way, and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Article of Incorporation or to do any other act or things as authorized, permitted or allowed by such legislative enactments

ARTICLE ELEVEN

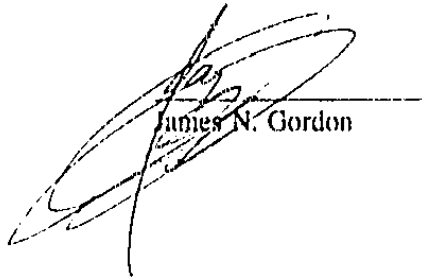
Except as may be otherwise provided by the By-laws of the corporation, no contract or other transaction between this corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any director or officer of the corporation is interested in, or is a member, shareholder, director, or officer of such other firm or corporation; and any director or officer of this corporation, individually or jointly with one or more of the directors or officers of this corporation, may be a party to or may be interested in any contract or transaction of this corporation or in which this corporation is interested, and no such contract or transaction shall be affected or invalidated thereby; and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any person, firm, association, or corporation in which he may be anywise interested.

ARTICLE TWELVE

Each director or officer or former director or officer of this corporation and his legal representative shall be indemnified by the corporation against liability, and any expenses, counsel fees, and costs reasonably incurred by him or his estate in connection with or arising out of any action, suit, proceeding, or claim in which he is made a party by reason of his being, or having been, such director or officer. Any person who, at the request of this corporation, served as a director or officer of another corporation in which this corporation owned corporate stock, and his legal representatives, shall in like manner be indemnified by this corporation; provided, that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or adjudication as being guilty of fraud, criminal conduct, or of misappropriating corporate assets or a corporate advantage for personal gain. The indemnification herein provided for, however, shall apply also in respect to any amount paid in the compromise of any such action, suit, proceeding or claim asserted against such officer or director (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of fraud or criminal misconduct; but in taking such action, any

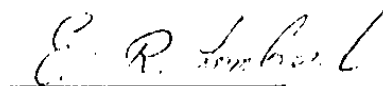
director involved shall not be qualified to vote thereon. If for such reason a quorum of the Board of Directors cannot be obtained to vote on such matter, it shall be determined instead by a majority vote of the shareholders at a duly convened meeting thereof. If such issue is to be resolved by the shareholders, the notice of the meeting of the shareholders shall contain a description of the issue or issues to be resolved by the shareholders. The right to indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

3rd IN WITNESS WHEREOF, these Articles of Incorporation have been signed this day of February, 1995.


James N. Gordon

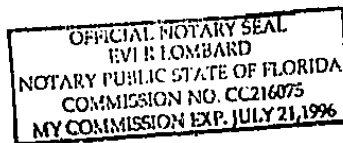
STATE OF FLORIDA
COUNTY OF PALM BEACH

3rd I, EVIL R. LOMBARD, a Notary Public, do hereby certify that on the day of February, 1995, personally appeared before me James N. Gordon, who being by me first duly sworn declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.


Notary Public

My commission expires:

July 21, 1996



ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts his appointment as registered agent of Ocean Reef Maintenance Corporation and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Date: 2/1/95


James N. Gordon