

SIMMONS & HART

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

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TALLAHASSEE, FLORIDA 32301

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POST OFFICE BOX 1761
TALLAHASSEE, FLORIDA 32301-1761

February 9, 1995

BRYCE W. ALPERMAN*
DANIEL A. AMAT
JOHN B. FULLER*
STEVEN H. GRAY
TIM HAINES
KARL V. HART
YOUNG J. SIMMONS
MARTY SMITH
REUBEN B. WILLIAMS IV
ROBERT D. WILSON
WILLIAM R. WOODS
JEFFREY P. SKATES

Florida Department of State
Division of Corporations
P.O. Box 3200
Tallahassee, Florida 32301

PA600012872

DEPT. OF STATE
RECEIVED
FEB 14 1995
TALLAHASSEE, FLORIDA

800001405168
-02/14/95--01033--012 R
****122.50 ****122.50

Re: Cope Properties, Inc.

Dear Sir:

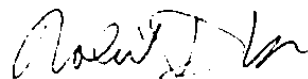
Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Acceptance by Registered Agent of the above-named Florida corporation. Also enclosed is our firm's check in the amount of \$122.50 representing payment for the following:

- | | |
|---------------------------------|---------|
| 1. Filing Fee | \$35.00 |
| 2. Certified Copy | 52.50 |
| 3. Registered Agent Designation | 35.00 |

Please file the enclosed documents and return a certified copy thereof to the undersigned in the envelope provided.

Thank you for your assistance in this matter.

Very truly yours,



Robert D. Wilson,
For the Firm

RDW/drs
Enclosure

ARTICLES OF INCORPORATION
OF
COPE PROPERTIES, INC.

FILED
RECORDED
1963
JAN 15

ARTICLE I

1.01 Name and Address. The name and address of the corporation is COPE PROPERTIES, INC., 44 Southeast First Avenue, Suite 14, Ocala, Florida 34471.

ARTICLE II

2.01 Duration. The period of duration of the corporation is perpetual.

ARTICLE III

3.01 Powers. The corporation is organized for the purposes of transacting any and all useful business.

3.02 Authority of Directors. The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

ARTICLE IV

4.01 Stock Certificates. Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the corporation shall have authority to issue is 100 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the corporation are not to be divided into classes.

ARTICLE V

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE VI

6.01 Bylaws. The power to adopt, alter or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of

which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interest party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The corporation shall indemnify any Officer or Director, any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.

6.05 Amendment of Articles of Incorporation. The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

ARTICLE VII

7.01 Organizing Directors. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and address of the initial director of this corporation is:

Name

Address

David G. Cope

44 Southeast First Avenue
Suite 14
Ocala, Florida 34471

ARTICLE VIII

8.01 Registered Agent and Registered Office. The name of the initial Registered Agent of the corporation is David G. Cope whose address is 44 Southeast First Avenue, Suite 14, Ocala, Florida 34471 and the address of the Corporation is 44 Southeast First Avenue, Suite 14, Ocala, Florida 34471.

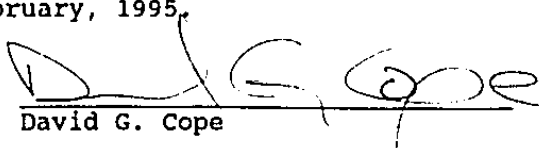
ARTICLE IX

9.01 Incorporator. The name and address of the person signing these Articles is David G. Cope whose address is 44 Southeast First Avenue, Suite 14, Ocala, Florida 34471.

ARTICLE X

10.01 Subchapter "S" Corporation. The corporation is authorized to issue only one (1) class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons. Stock will be issued and transferred only to (a) natural persons, (b) estates, or (c) a trust as described in 26 USCS, §1361, as amended January 1, 1983, and as amended in 1988 by PL100-647, defined a qualified "small business corporation". In addition, no stock shall be issued or transferred to a nonresident alien.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 9th day of February, 1995.

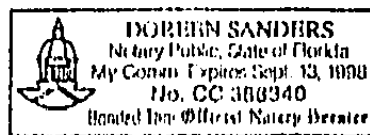

David G. Cope

STATE OF FLORIDA
COUNTY OF MARION

Sworn to and subscribed before me this 9th day of February,
1995, by David G. Cope who is personally known by me.

Dorren Sanders
Notary Public

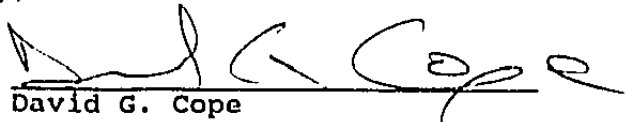
Notary stamp



CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

David G. Cope, whose address is 44 Southeast First Avenue, Suite 14, Ocala, Florida 34471, the initial registered agent named in the Articles of Incorporation to accept service of process for COPE PROPERTIES, INC., a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

Dated this 9th day of February, 1995.


David G. Cope

FILED
FEB 10 1995
CLERK OF CIRCUIT COURT
JAN 10



Cope Properties, Inc.

Real Estate Brokerage & Development Services

PA 15000012872

November 18, 1996

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Division of Corporations:

We have re-located our office our new address is:

Cope Properties, Inc.
16765 S US Hwy 441
Summerfield, FL 34491

Sincerely,

David G. Cope, CCIM
Broker-Developer

DGC/ck

CS 11/20

P95000012872

Cape Properties, Inc

Requestor's Name

P.O. Box 2646

Address

Deerfield, Fla. 34478

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☒	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

700002051307--6
-01/08/97--01114--010
*****35.00 *****35.00

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
97 JAN -8 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1-15-97

LFT

Florida Department of State, Sandra B. Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Cope Properties, Inc.

1b. The mailing address of the corporation is: PO Box 2646
Ocala, FL 34478

1c. Date of Incorporation: 2/13/95 Document number: P95026012872

2. The name and address of the current registered agent and office:

David G. Cope

44 SE 1 Ave, Ste 309

Ocala, FL 34471

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

David G. Cope, President Cope Properties, Inc.

1209 SE 14 Terrace

Ocala, FL 34471

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

(Signature of an officer, chairman or vice chairman of the board)

01/07/97
(Date)

David G. Cope, President

(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

(Signature of Registered Agent)

01/07/97

(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

FILED
97 JAN -8 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA