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LAW OFFICES

SALTER, FEIBER, YENSER & MURPHY

POST OFFICE DRAWER 1589

GAINESVILLE, FLORIDA 32602-1589

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April 24, 1995

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6427
Tallahassee, FL 32301

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-04/26/95--01041--004
****122.50 ****122.50

RE: RIO TERRABA, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed please find this firm's check in the amount of \$122.50 for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>52.50</u>
	\$122.50

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

Kathy Prevatt
Kathy Prevatt
Staff Assistant

KP/
Enclosures

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FBI - GAINESVILLE

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**ARTICLES OF INCORPORATION
OF
RIO TERRABA, INC.**

THE UNDERSIGNED incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

ARTICLE I

NAME OF CORPORATION

1.01 NAME. -- The name of this corporation shall be **RIO TERRABA, INC.**

ARTICLE II

GENERAL NATURE OF BUSINESS

2.01 POWERS. -- This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III

STOCK

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totalling 1,000 shares and having a par value of \$1.00 per share.

ARTICLE IV

CAPITAL

4.01 AMOUNT. -- The amount of capital with which this corporation shall begin business is not less than \$500.00.

ARTICLE V

CORPORATE EXISTENCE

5.01 DURATION. -- This corporation shall exist perpetually unless dissolved according to law.

ARTICLE X

SPECIAL PROVISIONS

10.01 POWERS OF BOARD OF DIRECTORS. -- In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (1) To make, amend and alter the By-Laws of this corporation;
- (2) To fix the amount to be reserved as working capital over and above its capital stock paid in;
- (3) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation other than the stock book, or any of them, shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute unless authorized by resolution of the Stockholders or Directors.

10.02 DISPOSITION OF ASSETS. -- Pursuant to the affirmative vote of Stockholders of record, holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a Stockholders' meeting duly called for that purpose, or when authorized by the written consent of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interests of the corporation.

10.03 POWERS. -- This corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

10.04 PREEMPTIVE RIGHTS. -- No holder of any class of stock of the corporation shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any class of stock of the corporation not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

10.05 SELF-DEALING. -- No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or is a Director or Officer, or are Directors or Officers of such other corporation and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or

ARTICLE VI

ADDRESS OF CORPORATION AND REGISTERED AGENT

6.01 **PRINCIPAL OFFICE.** -- The street address of the principal office of the proposed corporation in the State of Florida is 538 N.E. 7th Avenue, Gainesville, Florida 32601.

6.02 **RELOCATION.** -- The Board of Directors may from time to time move the principal office to any other address in Florida.

6.03 **REGISTERED AGENT.** -- The initial registered agent of the corporation is HENRY CHAIKLIN and his business office and address is 538 N.E. 7th Avenue, Gainesville, Florida 32601.

ARTICLE VII

NUMBER OF DIRECTORS

7.01 **NUMBER.** -- The initial number of Directors of this corporation shall be two (2).

The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

ARTICLE VIII

NAMES AND ADDRESSES OF BOARD OF DIRECTORS

8.01 **DESIGNATION.** -- The names and street addresses of the first Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HENRY CHAIKLIN	538 N.E. 7TH AVENUE GAINESVILLE, FL 32601
KATHERINE L. PECK	538 N.E. 7TH AVENUE GAINESVILLE, FL 32601

ARTICLE IX

NAME AND ADDRESS OF INCORPORATOR

9.01 **DESIGNATION.** -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HENRY CHAIKLIN	538 N.E. 7TH AVENUE GAINESVILLE, FL 32601

other transaction between the corporation and any subsidiary or controlled corporation.

10.06 MEETINGS. -- Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

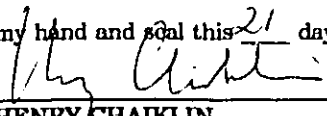
10.07 AMENDMENT. -- These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10.08 CUMULATIVE VOTING. -- Every Stockholder, having the right to vote for Directors of this corporation shall be entitled to vote, in person or by proxy, as many votes as shall equal the product of the number of Directors to be elected multiplied by the number of shares entitling the person to vote. The person voting may cast the votes thus computed for as many candidates as are to be elected, with the votes distributed among the candidates in proportions to be determined by the person voting, or he may accumulate the number of votes thus computed and cast them, on the same principle, for one candidate or among as many candidates as he shall desire.

10.09 STOCK TRANSFER RESTRICTIONS. -- The Board of Directors or the Stockholders of this corporation may, by the adoption of appropriate By-Laws for this corporation, not in contravention with statutes of the State of Florida under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the Capital Stock of this corporation as they shall deem appropriate.

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereintofores named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ²¹ day of April, 1995.


HENRY CHAIKLIN (SEAL)

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared the following incorporator:
HENRY CHAIKLIN

to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State above named this 21st day of April, 1995.

Katherine E. Prevatt
Notary Public, State of Florida
at Large
My commission expires:

(SEAL)



KATHERINE E. PREVATT
MY COMMISSION # CC 210618 EXPIRES
July 7, 1999
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation as registered agent for RIO TERRABA, INC. and hereby agree to fulfill the obligations thereof. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

IN WITNESS WHEREOF, I have hereto set my hand and seal this 21 day of April, 1995.

Henry Chaiklin
HENRY CHAIKLIN

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 21 day of April, 1995, by HENRY CHAIKLIN. Such person(s):

() is/are personally known to me.
☒ produced a current Florida Driver's license as identification.
☒ produced _____ as identification.

Katherine E. Prevatt

Print Name: _____

Notary Public, State of Florida
at Large.

My Commission Expires: _____

Serial Number, if any: _____

(SEAL)



KATHERINE E. PREVATT
MY COMMISSION #210618 EXPIRES
JULY 9, 1996
BONDED THROUGH TROY FAIR INSURANCE, INC.

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(4/21/95)

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