

LAW OFFICES
SHELDON EVANS, P.A.
1865 BRICKELL AVENUE
SUITE 209
MIAMI, FLORIDA 33129

TELEPHONE
(305) 854-8541

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P95000035042

May 1, 1995

Florida Dept. of State
Secretary of State, Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800001480443
-05/09/95--01056--011
****122.50 ****122.50

Re: Incorporation of
Wellington Management Holdings, Inc.

Filing Dept:

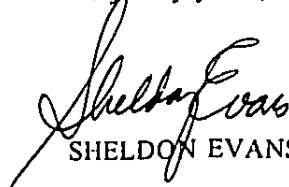
Enclosed herewith please find Original Articles of Incorporation for the above referenced corporation, together with our check in the sum of \$122.50 for filing fees relating thereto.

We also enclose a self-addressed stamped envelope for your return to us of the Recorded Articles and Registration Certificate.

Thank you in advance for your assistance herein.

DMC
5/3/95

Very truly yours,


SHELDON EVANS, P.A.

FILED
95 MAY -2 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SE/msm

Encl: Check No. 4944, - \$122.50

FILED

95 MAY -2 PM 4:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Wellington Management Holdings, Inc.
a Florida Corporation

I, the undersigned incorporator of this corporation under Chapter 607, Florida Statutes, as amended, adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: Wellington Management Holdings, Inc.

ARTICLE II

The general nature of the business to be conducted by this Corporation is:

1. The corporation has, for its objective, the acquisition of property, the improvement thereof; re-sale, leasing or any other activities related to all said buildings, property and improvements as well as the investment of proceeds derived from of all property rights of buildings built or not built, of which it will be able to become owner or proprietor.

2. To employ, hire and appoint corporations, firms and individuals in any and all parts of the world to act as agents in such capacity and on such conditions as may be determined from time to time by the Board of Directors.

3. To purchase, lease or otherwise acquire, equip, hold, own, improve,

develop, manage, maintain, control, operate, lease, mortgage, create security interest in, create liens upon, sell, convey, or otherwise dispose of and turn to account any and all property, real and personal, improved and unimproved of every kind and description, incidental to, connected with, or suitable, necessary, or convenient for, any of the purposes enumerated herein including all or any part or parts of the properties, assets, business and goodwill or any persons, firms, associations or corporations.

4. To carry on any other business or enterprise which may be carried on or exercised by a corporation organized under Chapter 607, Florida Statutes, as amended, except a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

ARTICLE III

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 500 shares of common stock have a par value of \$1.00. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration as they may deem appropriate. The consideration may include money or other property, which property shall be received at just valuation to be fixed by the Board of Directors of the Corporation. All of such stock when issued shall be fully paid for and exempt from assessment.

No stockholder of this Corporation shall, because of his ownership of stock, have

any preemptive or other right to purchase, subscribe for, or take any part (prorata or otherwise) of any securities (equity, debt or otherwise) or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The principal office of this Corporation shall be 1865 Brickell Avenue, Bldg A, Office Suite 209, Miami, Florida 33129, or such other place as may be designated by the Board of Directors.

The initial Board of Directors shall consist of 1 member. The number of directors may be increased or decreased from time to time by vote of the stockholders, and as set forth in the By-Laws as to the method of Election of Directors, but in no case shall the number of directors be less than one.

ARTICLE VI

The name and addresses of the member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Gerardo Wals	1865 Brickell Ave, Unit A-209 Miami, Florida 33129

ARTICLE VII

The Registered Agent of the Corporation to accept service of process within the State of Florida is initially designated as Sheldon Evans, P.A. 1865 Brickell Avenue, Building A, Suite 209, Miami, Florida 33129, who by his signing of these Articles of Incorporation accepts this designation and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open the office for service of process. The registered office of the Corporation shall be at 1865 Brickell Avenue, Building A, Suite 209, Miami, Florida 33129.

ARTICLE VIII

The name of the members of the initial officers are:

<u>NAME</u>	<u>TITLE</u>
Gerardo Wals	President/ Secretary

ARTICLE IX

In the absence of fraud, no contract or other transaction between this Corporation and any other person, corporation, firm, association or partnership shall be affected or invalidated by the fact that any director or officer of this Corporation is pecuniarily or otherwise interested therein. Any director may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation for the purposes of authorizing any such contract or transaction with like force and effect as if he were not so interested or were not a director, member or officer of such other corporation, firm, association or partnership.

ARTICLE X

The name and address of the sole incorporator and subscriber is:

Name

Address

Sheldon Evans

1865 Brickell Avenue
Building A, Suite 209
Miami, Florida 33129

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this

1st day of May, 1995.



SHELDON EVANS, Sole Incorporator
SHELDON EVANS, Registered Agent
accepting designation as set
forth in Article VII above and
accepting compliance with
provisions of Fla Stat. Section 48.091

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P95000035042

1 Corporation Name

Wellington Management Holdings, Inc.

Principal Place of Business

Mailing Address

6175 N.W. 153rd. St
Suite 215
Miami Lakes, FL 33014

-SAME-

If above addresses are incorrect in any way, line through incorrect information and enter correction below.

2 New Principal Office Address, If Applicable

3 New Mailing Address, If Applicable

Suite, Apt. #, etc.

Suite, Apt. #, etc.

City & State

City & State

Zip

Country

Zip

Country

DO NOT WRITE IN THIS SPACE

4. Date Incorporated or Qualified
To Do Business in Florida
May 2, 1995

5. FEI Number

☒ Applied For
☐ Not Applicable

CERTIFICATE OF STATUS DESIRED ☐

\$8.75 Additional Fee required
for a Certificate of Status

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s)

Name of Officers
and/or Directors

Street Address of Each
Officer and/or Director
(Do NOT Use Post Office Box Numbers)

City / State / Zip

1

P Gerardo Wals

c/o Sheldon Evans, P.A.
6175 N.W. 153rd. St., Ste 215

Miami Lakes, FL 33014

2

S Gerardo Wals

c/o Sheldon Evans, P.A.
6175 N.W. 153rd. St., Ste 215

Miami Lakes, FL 33014

600002046176--4
-01/06/97--01003--018
****375.00--****375.00

REINSTATEMENT

8. Name and Address of Current Registered Agent

SHELDON EVANS, P.A.
6175 N.W. 153rd. Street, Ste 215
Miami Lakes, FL 33014

9. Name and Address of New Registered Agent

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State
FL

Zip Code

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

Sheldon Evans

REGISTERED AGENT MUST SIGN

Date 12/10/96

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information
on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

12-10-96

Date

Daytime Phone #