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From the Desk of Mary Lou Nason

96 MAY 10 11:10:38

May 8, 1996

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
05/13/96--01044--003  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Please file the enclosed Articles of Incorporation for Desmond, Ramsey & Nason Asset Management, Inc. Send the certification to:

Mr. Richard W. Ramsey  
631 U.S. Highway One, Suite 309  
North Palm Beach, FL 33408

The fee check for \$122.50 is enclosed. If you have any questions you may reach me at 407-844-4366.

Thank you.

631 U.S. Hwy. One, Suite 309  
North Palm Beach, Florida 33408  
407-844-4366

TH  
5-16-96

ARTICLES OF INCORPORATION  
OF

DESMOND, RAMSEY & NASON ASSET MANAGEMENT, INC.

FILED  
96 MAY 10 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, each a natural person competent to contract, hereby associate ourselves together for the purpose of becoming incorporated and forming a corporation under the laws of the State of Florida, with and under the following charter:

ARTICLE I.

The name of this corporation shall be  
DESMOND, RAMSEY & NASON ASSET MANAGEMENT, INC.

ARTICLE II.

The general nature of the business to be transacted and carried on by this corporation shall be:

a) To carry on a general real estate holding, operating, building and construction business, including manufacturing and dealing in builders supplies; to purchase, own, hold, improve, rent, lease, sell and otherwise acquire and dispose of real estate and personal property in Dade County, Florida, and in any other counties of said State and in any other State of the United States of America, and in any foreign countries and subdivide real estate acquired and owned by this corporation; to sell farms and groves and manage them for others for a term of years after such sale; and to engage in a general real estate business for profit; to act generally as agent or attorneys in fact for any person, firm or corporation in reference to real and personal property, and any other matter or thing;

b) To construct, purchase, lease, own, manage and sell hotels, apartment buildings, residences, houses, stores, manufacturing plants or any other kind of building for the corporation,

or for others; to plat, plant, subdivide, fill in, build roads or canals through, or otherwise improve lands or real estate holdings, either for the company or other owners. And this corporation shall be further authorized to carry on and license others to carry on all or any part of the several businesses enumerated in this paragraph, including the business of manufacturers, merchants, traders, importers, exporters, and dealers in and with financing, developing, managing, operating, carrying on industrial, aeronautical, commercial, trading, manufacturing, mechanical, engineering, building construction, contraction, mining, quarrying, refining, chemical, ice, real estate, logging, lumbering, agriculture, plantation, dairying, and maritime enterprises, undertakings, propositions, concessions, or franchises in all their respective branches; of constructing, equipping, improving, working, developing, and dealing in and with public and quasi-public development works and conveniences, including docks, harbors, piers, wharves, canals, reservoirs, embankments, and improvements, and other works and conveniences of public and quasi-public uses or utility; or otherwise acquiring, maintaining, selling, pledging, mortgaging, leasing, hiring and fulfilling any contracts, franchises or concessions for or in relation to the construction, execution, equipment, improvements, management, operating or control of such works and all undertakings, including carrying out, disposing of or otherwise turning to account the same; and also so far as necessary or incidental to, or connected with, any one or more or all of the corporate purposes.

c) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect or cause to be erected, on any lands owned, held or occupied by the corporation,

buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned by or held by the corporation.

To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held, or occupied by the corporation and to invest, trade, deal in any personal property deemed beneficial to the corporation, and to encumber or dispose of any personal property at any time owned or held by the corporation.

d) To acquire by subscription, purchase or otherwise, to hold for investment or resale, to sell, pledge, hypothecate, and in all ways to deal with stocks, scrip, bonds, consols, debentures, mortgages, notes, trust receipts, certificates of indebtedness, interim receipts, and other obligations and securities of corporations, private, public, quasi-public or municipal, foreign or domestic. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable and proper for the protection, conservation or enhancement of the value of stocks, securities, evidences of indebtedness or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at foreclosure or at any other sales, public or private, real property and rights or interests therein of all kinds.

The corporation may purchase, acquire, hold and

dispose of the stocks, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and issue in exchange therefor, its stock, bonds or other obligations.

d) To acquire by purchase, lease or otherwise, and to improve and develop real property. To erect buildings, dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, lot, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.

e) Directly, or through ownership of stock in any corporation, to purchase, lease, or exchange or otherwise acquire real estate and property, either improved or unimproved, and any interest therein; to own, hold, control, maintain, manage and develop the same; to erect, construct, maintain, improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, machinery and plants, and all structures and erections of any description on any lands owned, held, or leased by the corporation, or upon any other lands; to lease or sublet offices, stores, apartments, and other space in such building or buildings, and to sell, lease, sublet, mortgage, exchange, assign, transfer, convey, pledge or otherwise alienate or dispose of any of such real estate and property, and any interest therein.

f) Directly, or through ownership of stock in any corporation, to purchase or otherwise acquire, hold, manufacture, sell, exchange, mortgage, pledge, hypothecate, and deal in, and dispose of commodities, building materials, and other personal and

real property of every kind, and any interest therein.

h) To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of stocks, bonds, notes, debentures, or other evidences of indebtedness and obligations and securities of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates or receipts of any kind representing or evidencing any interest in any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations or securities; to issue its own shares of stock, bonds, notes, debentures or other evidences of indebtedness and obligations and securities for the acquisition of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts purchased or acquired by it; and while the owner or holder of any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and, to the extent or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise, those issuing, creating or responsible for any such stocks, bonds, notes, debentures, evidences of indebtedness, obligations, securities, certificates, or receipts.

i) To purchase or otherwise acquire, hold exchange, pledge, hypothecate, sell, deal in, and dispose of mortgages covering any kind of property, tax liens, and transfers of tax liens on real estate.

j) To borrow or raise monies for any of the purposes of the corporation, and, from time to time, without limit as to

amount, to draw, make, accept, endorse, execute, issue and grant promissory notes, drafts, bills of exchange, warrants, options, bonds, debentures, and other negotiable or non-negotiable instruments, evidences of indebtedness and agreements; to secure the payment thereof and of the interest thereon and the performance thereof by mortgage upon, or pledge, conveyance, or assignment in trust of, the whole or any part of the assets of the corporation, whether at the time owned or thereafter acquired; to sell, pledge or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.

k) To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to the provisions of this certificate; and to hold, utilize and in any manner dispose of the rights and the property so acquired.

l) To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel or rescind any such contracts.

m) To exercise all or any of the corporate powers and to carry out all or any of the purposes enumerated herein or otherwise granted or permitted by law, while acting as agent, nominee or attorney in fact for any persons or corporations, and to perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such

arrangement, to develop, improve, stabilize, strengthen or extend the property and commercial interests thereof, and to aid, assist or participate in any lawful enterprises in connection therewith or incidental to such agency, representation or service, and to render any other service or assistance insofar as it lawfully may be under the Stock Corporation Law.

n) To exercise all or any of its corporate powers and rights in the State of Florida, other states, the District of Columbia, the territories, possessions, or dependencies of the United States, and in foreign countries, but only in the manner and to the extent permitted by the respective laws thereof, and to establish and maintain offices and agencies within, and anywhere outside of, the State of Florida.

o) To undertake any lawful business transaction or operation undertaken or carried on by capitalists or financiers; and this corporation shall be authorized and have the power to adopt and prescribe by-laws, rules and regulations appropriate for the transaction of business of said corporation and the execution of any of the powers conferred upon said corporation, either by the terms of this charter, by law in express terms, or by implication; and to do and perform all other acts and things which may be necessary or desirable in carrying out the full intent and purposes of this incorporation.

p) To engage in business as an investment adviser, advising and managing open-end and close-end investment companies, and advising and managing investment portfolios for individuals, corporations, partnerships, trusts, etcetera. Additionally, the corporation shall be empowered to act as transfer agent for open-end and close-end investment companies. Pursuant hereto, the corporation shall register with the Securities and Exchange Commission, the National Association of Securities Dealers and the Florida Division of Securities, as required by law.

q) To undertake and carry on any business, investment, transaction, venture or enterprise which may be lawfully undertaken or carried on by a corporation of this State.



ARTICLE III.

The capital stock of this corporation shall consist of the following:

Ten Thousand (10,000) shares of common stock, which shall elect the directors. The par value of the common stock shall be ten cents (\$0.10) per share.

ARTICLE IV

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by a majority vote of the Board of Directors, but shall never consist of less than one (1) director. The names and addresses of the initial directors of this corporation are:

Paul F. Desmond	631 U.S. Highway One, Suite 309 North Palm Beach, FL 33408
Richard W. Ramsay	631 U.S. Highway One, Suite 309 North Palm Beach, FL 33408
Mary Lou Nason	631 U.S. Highway One, Suite 309 North Palm Beach, FL 33408

ARTICLE V.

The holders of record of the common shares shall be entitled to cash dividends when and as declared by the Board of Directors at the rate and at the time and in the manner determined by the Board of Directors.

ARTICLE VI.

The name and address of the Resident Agent is:

PAUL F. DESMOND

The address of the resident office is:

631 U.S. Highway One, Suite 309  
North Palm Beach, FL 33408

ARTICLE VII.

The following is the name and address of each  
incorporator of DESMOND, RAMSEY & NASON ASSET MANAGEMENT, INC.

NAME	ADDRESS
Paul F. Desmond	631 U.S. Highway One, Suite 309 North Palm Beach, FL 33408
Richard W. Ramsey	631 U.S. Highway One, Suite 309 North Palm Beach, FL 33408
Mary Lou Nason	631 U.S. Highway One, Suite 309 North Palm Beach, FL 33408

ARTICLE VIII.

This corporation shall have perpetual existence.

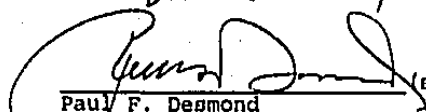
ARTICLE IX.

Acceptance of appointment as resident agent

State of Florida  
Office Secretary of State

The undersigned, having been designated as Agent for  
the service process within the State of Florida, upon DESMOND,  
RAMSEY & NASON ASSET MANAGEMENT, INC., a corporation organized  
under the laws of the State of Florida, does hereby accept  
appointment as such Agent for the above named corporation. The  
location of the office of said corporation is 631 U. S. Highway  
One, Suite 309, city of North Palm Beach, County of Palm Beach,  
State of Florida.

In Witness Whereof, the name and seal of the said  
Resident Agent hereunto affixed at 631 U. S. Highway One, North  
Palm Beach, Florida, this 8TH day of MAY, 1996.

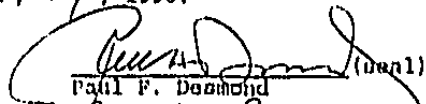

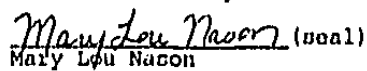
 (seal)  
Paul F. Desmond  
Agent for  
DESMOND, RAMSEY & NASON ASSET  
MANAGEMENT, INC.

FILED  
96 MAY 10 AM 10:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

ARTICLE X.

The Directors shall have the power to adopt and to alter or amend the by-laws. The Directors shall adopt the by-laws immediately following the initial organizational meeting.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation for the uses and purposes aforesaid in North Palm Beach, Palm Beach County, Florida, this 6th day of May, 1996.

 (seal)  
Paul F. Diamond  
 (seal)  
Richard W. Ramsey  
 (seal)  
Mary Lou Nason

STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day personally appeared PAUL F. DESMOND, to me well known and by me known to be the person who executed the foregoing Articles of Incorporation of DESMOND, RAMSEY & NASON, INC., a Florida corporation, and he averally acknowledged to and before me that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in North Palm Beach, said County and State aforesaid, this the 8TH day of MAY, 1996.

Diane Patterson  
Notary Public, State of Florida at Large

My commission expires: Sept. 30, 1999



STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day personally appeared RICHARD W. RAMSEY, to me well known and by me known to be the person who executed the foregoing Articles of Incorporation of DESMOND, RAMSEY & NASON, INC., a Florida corporation, and he acknowledged to and before me that he executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in North Palm Beach, said County and State aforesaid, this the 8TH day of MAY, 1996.

Diane Patterson  
Notary Public, State of Florida at Large

My Commission Expires: Sept. 30, 1999



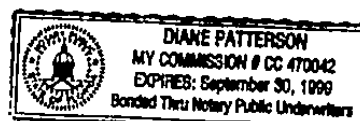
STATE OF FLORIDA       )  
                                  ) ss  
COUNTY OF PALM BEACH )

I HEREBY CERTIFY that on this day personally appeared MARY LOU NASON, to me well known and by me known to be the person who executed the foregoing Articles of Incorporation of DESMOND, RAMSEY & NASON, Inc., a Florida corporation, and she acknowledged to and before me that she executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in North Palm Beach, said County and State aforesaid, this the 8TH day of May, 1996.

Diane Patterson  
Notary Public, State of Florida at Large

My commission expires: Sept. 30, 1999



P96000041877

Diamond & Nason  
631 U. S. Hwy One, Ste. 309  
North Palm Beach, FL 33408

City/State/Zip

Phone #

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 300001919883  
-08/13/96--01044--003
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) \*\*\*\*\*35.00 \*\*\*\*\*35.00
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	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
95 AUG 20 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 15, 1996

Mary Lou Nason  
Desmond, Howard & Nason, Inc.  
631 U.S. Hwy. One, Suite 309  
North Palm Beach, FL 33408

SUBJECT: DESMOND, RAMSEY & NASON ASSET MANAGEMENT, INC.  
Ref. Number: P96000041877

We have received your document for DESMOND, RAMSEY & NASON ASSET MANAGEMENT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 596A00038872

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: DESMOND, RAMSEY AND NASON ASSET MANAGEMENT, INC.

SECOND: The articles of incorporation were filed on: May 10th 1996

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.


SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 8th day of August, 1996.

Signature

  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Paul F. Desmond

(Typed or printed name)

Chairman and Incorporator

(Title)

FILED  
95 AUG 20 PM 1:09  
TALLAHASSEE, FLORIDA