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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

EFFECTIVE DATE

8-1-96

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

**SUBJECT: OAKWOOD TERRACE, INC.**

500001912385  
-08/05/96--01031--010  
\*\*\*\*131.25 \*\*\*\*131.25

Enclosed is an original and two (2) copies of the articles of incorporation and a check for:

\$131.25 (Filing Fee, Certified Copy & Certificate).

**FROM: Jon C. Aaron**  
**18905 N.E. 25th Avenue**  
**North Miami Beach, FL 33180**

**(305) 932-6360**

GH  
8/5/96

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
OAKWOOD TERRACE, INC.**

The undersigned Incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is OAKWOOD TERRACE, INC.

**ARTICLE II  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE IV  
PREEMPTIVE RIGHTS**

The corporation shall have preemptive rights for all shareholders.

**ARTICLE V  
EFFECTIVE DATE and TERM OF EXISTENCE**

The Effective Date of this corporation shall be August 1, 1996.

The Corporation will have a perpetual term of existence.

**ARTICLE VI**  
**REGISTERED AGENT and INITIAL OFFICES**

The Registered Agent and the street addresses of the initial Registered Office and Principal Office of this Corporation in the State of Florida will be:

Registered Agent & Office  
Jon C. Aaron  
18905 N.E. 25th Avenue  
North Miami Beach, FL 33180

Principal Office & Mailing Address  
OAKWOOD TERRACE, INC.  
18905 N.E. 25th Avenue  
North Miami Beach, FL 33180

The Board of Directors may move the above offices to any other address in the State of Florida.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The corporation will have two directors initially. The number of directors may be increased or decreased by Bylaws adopted by the stockholders, but will never be less than one.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street addresses are:

Jon C. Aaron  
18905 N.E. 25th Avenue  
North Miami Beach, FL 33180

Charles L. Jonas, III  
18905 N.E. 25th Avenue  
North Miami Beach, FL 33180

**ARTICLE IX**  
**DIRECTOR CONFLICT OF INTEREST**

A. A contract or other transaction between this corporation and one of its directors or between this corporation and another entity in which one of its directors has any type of interest will not be void or voidable because of that director's interest if full disclosure of the director's interest is made to the Board of Directors or the committee of the Board which voted to approve the contract or transaction.

B. Common or interested directors may be counted to establish a quorum and their votes may be counted at a meeting of the Board of Directors or of a committee which approves the above type of contract or transaction.

**ARTICLE X**  
**INFORMAL ACTION OF DIRECTORS OR SHAREHOLDERS**

If all the directors or shareholders consent in writing to any action taken or to be taken by the Corporation, and their consents are filed with the Secretary of the Corporation, the action will be as valid as though it had been authorized at a meeting of the Board of Directors or a Meeting of the Shareholders.

**ARTICLE XI**  
**INCORPORATORS**

The name and street address of the persons signing these Articles of Incorporation as the Incorporators are:

Jon C. Aaron  
18905 N.E. 25th Avenue  
North Miami Beach, FL 33180

Charles L. Jordan, Jr.  
18905 N.E. 25th Avenue  
North Miami Beach, FL 33180

## **ARTICLE XII INDEMNIFICATION**

The Corporation will indemnify certain persons for certain types of claims made against them. The persons that will be indemnified are those that are serving or have served the Corporation in the following positions:

- (1) director,
- (2) officer,
- (3) employee, or
- (4) agent of the Corporation

If a person is or has held one of the above positions in another corporation, partnership, joint venture, trust, or other enterprise at the request of the Corporation he will also be entitled to be indemnified by the Corporation.

The types of claims that will be indemnified are any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty of a person for an act or acts alleged to have been committed (including alleged omissions or failure to act) by a person serving the Corporation in any capacity described above.

The person will be indemnified by the Corporation to the fullest extent provided or permitted by law, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of an action, suit, or proceeding, including any appeal of it.

The Corporation will pay a person's expenses, including attorneys' fees, in advance of the final disposition of any such action, suit, or proceeding so long as the person agrees to repay the amounts advanced if it is ultimately determined that he is not entitled to indemnification for these expenses.


The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is holding or has held a position described above, against liability asserted against him and incurred by him in that capacity or arising out of his status as that type of person, whether or not the Corporation would have the power to indemnify him against that type of liability under the provisions of this Article.

**ARTICLE XIII  
AMENDMENT**

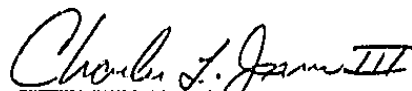
These Articles of Incorporation may be amended in the manner provided by law. Every amendment must be approved by the Board of Directors and approved at a shareholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement expressing their intention that a certain amendment to these Articles of Incorporation be made.

The undersigned incorporators have executed these Articles of Incorporation this 1st day of August, 1996.

Date: August 1, 1996

  
Jon C. Aaron  
Incorporator

Date: August 1, 1996

  
Charles L. Jonas, III  
Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE  
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE\REGISTERED AGENT, IN THE  
STATE OF FLORIDA.

1. The name of the corporation is: **OAKWOOD TERRACE, INC.**
2. The name and address of the registered agent and office is:

**JON C. AARON  
18905 N.E. 25th AVENUE  
NORTH MIAMI BEACH, FL 33180**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
Jon C. Aaron

**August 1, 1996**

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Requestor's Name  
J.C. AARON  
18905 NE 25 AV.  
NMB FL 33180  
City/State/Zip

FILED  
96 OCT -3 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
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	
<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 type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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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

U6/d/s

VS OCT 10 1996

Examiner's Initials



**Articles of Dissolution of Oakwood Terrace, Inc.**

**FILED**  
**96 OCT -3 AM 9:28**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

The undersigned persons, being the holders of all of the issued and outstanding share of stock of this corporation, and being all of the shareholders which are entitled to vote on the dissolution of this corporation in accordance with the By-Laws of this corporation and with the laws of the State of Florida; do adopt these Articles of Dissolution:

**Article 1.** The name of the corporation is Oakwood Terrace, Inc.

**Article 2.** The Articles of Incorporation for this corporation were filed with the State of Florida on August 02, 1996.

**Article 3.** The names and addresses of the directors of this corporation are:

**Jon C. Aaron**            **18905 N.E. 25th Avenue, North Miami Beach, FL 33180**

**Charles L. Jonas III**    **18905 N.E. 25th Avenue, North Miami Beach, FL 33180**

**Article 4.** The names and addresses of the officers of this corporation are:

**Jon C. Aaron**            **18905 N.E. 25th Avenue, North Miami Beach, FL 33180**  
**President & Secretary**

**Charles L. Jonas III**    **18905 N.E. 25th Avenue, North Miami Beach, FL 33180**  
**Vice President & Treasurer**

**Article 5.** The corporation has only one class of stock.

Article 6. A special meeting of the directors of this corporation was held on September 27, 1996. At this meeting, a majority of the directors adopted a resolution electing to dissolve this corporation.

Article 7. A special meeting of the shareholders of this corporation was held on September 27, 1996. At this meeting, holders of a majority of the shares entitled to vote on the issue of dissolution adopted a resolution electing to dissolve this corporation.

Article 8. This corporation elects to dissolve.

I certify that all of the facts stated in these Articles of Dissolution are true and correct and are made for the purpose of dissolving a business corporation under the laws of the State of Florida.

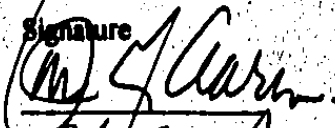


Jon C. Aaron  
President & Secretary

Shareholder Name

Signature

Jon C. Aaron



Charles L. Jonas III

