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GLENN RASMUSSEN

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BANYAN PARTNERS, LLC

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EXAMINER

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**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
BANYAN PARTNERS, LLC**

These Amended and Restated Articles of Organization have been duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act to amend and restate the Articles of Organization of Banyan Partners, LLC that were filed with the Florida Department of State on June 30, 2006, and were assigned document number L06000067026. The Articles of Organization of Banyan Partners, LLC, are amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the limited liability company is Banyan Partners, LLC.

ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is:

11376 North Jog Road, Suite 101
Palm Beach Gardens, Florida 33418

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the registered agent are:

Patrick E. Tylander
11376 North Jog Road, Suite 101
Palm Beach Gardens, Florida 33418

ARTICLE IV. MANAGEMENT OF COMPANY

The business of the limited liability company will be managed by one or more managers who will be elected or appointed by the members of the limited liability company in the manner set forth in its Operating Agreement. The managers have the power and authority, to the exclusion of the members, to manage the affairs and business of the limited liability company and will hold the offices and have the responsibilities that are conferred on the managers in the Operating Agreement of the limited liability company. A member of the limited liability company does not have any authority to incur any contractual liability or obligation on behalf of the limited liability company, unless the member is also a manager of the limited liability company.

ARTICLE V. PURPOSE, POWERS, AND AUTHORITY

The limited liability company is organized for the purpose of providing comprehensive personal investment management and other financial advisory services and engaging in any and all lawful business activity that is consistent with those purposes, except for banking and insurance. In furtherance of its purpose, the limited liability company has full power and authority to do all acts and things authorized by law to carry out its affairs and business, including

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without limitation the power and authority to do everything described in the Florida Limited Liability Company Act and the following:

- (a) Sue and be sued, and defend, in its name;
- (b) Transact any lawful business that will aid governmental policy;
- (c) Cease its business activities, wind up its affairs, liquidate, and dissolve;
- (d) Make donations to the public welfare or for charitable, scientific, or educational purposes;
- (e) Conduct its business, locate its offices, and exercise all the powers of a limited liability company within or outside the State of Florida;
- (f) Adopt, amend, and repeal an Operating Agreement for the operation and administration of its affairs that is consistent with these Articles of Organization;
- (g) Sell, lend, lease, assign, convey, pledge, exchange, mortgage, transfer a security interest in, or otherwise encumber or dispose of all or any part of its assets or property;
- (h) Make contracts, agreements, commitments, and undertakings that are conducive, incidental, or necessary to the conduct of its business and the accomplishment of its purposes;
- (i) Elect or appoint agents, officers, and managers, define their duties, and fix their compensation, all in accordance with its Operating Agreement adopted by the members of the limited liability company;
- (j) Be a member, manager, partner, trustee, promoter, associate, shareholder, or incorporator of any trust, corporation, joint venture, limited liability company, general or limited partnership, or other business organization;
- (k) Acquire, receive, or possess by lease, exchange, purchase, subscription, or otherwise any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;
- (l) Pay, fund, and provide employee welfare and retirement benefits for employees and former employees and establish employee welfare and retirement benefit plans, trusts, and arrangements for any or all of its managers and employees;
- (m) Own, use, hold, operate, develop, maintain, improve, renovate, construct, rehabilitate, or otherwise deal in or with any real, personal, or intangible property, or any legal or equitable interest in any real, personal, or intangible property, wherever located;
- (n) Engage agents, brokers, lawyers, appraisers, accountants, consultants, asset managers, property managers, and other advisors, professionals, and

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representatives who are conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes;

- (o) Hold, sell, purchase, transfer, exchange, or otherwise invest and reinvest its funds in mortgages, securities, real estate, promissory notes, certificates of deposit, money market funds, guaranteed investment contracts, securities repurchase agreements, and other kinds of investments;
- (p) Indemnify any agent, officer, member, manager, employee, or other person as provided by law against liabilities and expenses incurred by the person in connection with the defense of any suit, action, or proceeding, whether civil, criminal, or administrative, to which the person is a party;
- (q) Vote and otherwise exercise the voting, dissenting, and consensual rights and powers of any stock, membership interest, partnership interest, or other voting interest owned or possessed by it with respect to any other corporation, limited liability company, general or limited partnership, or other business organization;
- (r) Renew, restate, modify, extend, increase, refinance, or prepay, as a whole or in part, any liability, obligation, or indebtedness of the limited liability company, and to renew, extend, or modify any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any of its income or property that serves as security for any liability, obligation, or indebtedness of the limited liability company;
- (s) Borrow money, incur liabilities, obligations, and indebtedness, and issue bonds, debentures, promissory notes, and other evidences of obligations to pay money in furtherance of the conduct of its business and the accomplishment of its purposes and to secure any liability, obligation, or indebtedness of the limited liability company by a pledge, mortgage, deed of trust, security interest, or other lien or encumbrance on all or any part of its income or property;
- (t) Extend credit, lend money or other property, and otherwise provide financial assistance to any member, manager, officer, employee, or other person for the benefit of the limited liability company, with or without security, and receive and hold any pledge, mortgage, security interest, deed of trust, or other lien or encumbrance on any income or property of another person as security for repayment of any loan or extension of credit; or become directly or contingently liable as a surety, endorser, co-obligor, guarantor, or accommodation party for the payment or performance of any liability, obligation, or indebtedness of another person that the managers of the limited liability company consider to be conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes, including entering into any contract of guaranty or suretyship that is conducive, incidental, or necessary to the conduct of the business or accomplishment of the purposes of a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by the limited liability company, a corporation, partnership, or limited liability company that owns directly or indirectly a majority of the outstanding membership units of the limited

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liability company, or a corporation, partnership, or limited liability company of which a majority of the outstanding stock, partnership interests, or membership interests, is owned directly or indirectly by a corporation, partnership, or limited liability company which owns directly or indirectly a majority of the membership units of the limited liability company; and

- (u) Engage in any activity, make any payment or donation, enter into and perform any contract, and do any and all other acts and things that are consistent with law and conducive, incidental, or necessary to the conduct of its business or the accomplishment of its purposes.

ARTICLE VI. AMENDMENT AND RESTATEMENT

These Articles of Organization may be amended or restated as provided in the Operating Agreement of the limited liability, but in no event can these Articles of Organization be amended without the affirmative vote or written approval of the members of the limited liability company who own more than 50% of the outstanding voting membership interests of the limited liability company. Each of the managers of the limited liability company constitutes an authorized representative of the limited liability company and its members for purposes of amending and restating the Articles of Organization and Operating Agreement of the limited liability company in any manner approved by members of the limited liability company who own more than 50% of the outstanding voting membership units of the limited liability company.

EXECUTED: February 1, 2011.

BANYAN PARTNERS, LLC

By: 

Peter J. Rasmondi, Manager

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