

No 500000593

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TALLAHASSEE, FLORIDA

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Amend
[Signature]



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 11, 2007

ALPHONSO S. MILLIGAN, ESQ.
MILLIGAN & ASSOCIATES, P.A.
PO BOX 3254
WEST PALM BEACH, FL 33402-3254

SUBJECT: BANYAN RESOURCES INC.
Ref. Number: N05000000593

We have received your document for BANYAN RESOURCES INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$43.75. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

The fee to file articles of amendment is \$35. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson
Document Specialist Supervisor

Letter Number: 607A00032786

Milligan & Associates, P.A.

Mailing Address:
P.O. Box 3254
West Palm Beach, Florida 33402-3254

Telephone: 561.722.4599
Facsimile: 561.683.7783

30 April 2007

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Amendment to Articles of Incorporation
Banyan Resources, Inc.

Ladies and Gentlemen:

We have enclosed the Articles of Amendments to Articles of Incorporation for the above referenced corporation. Also, find a check in the amount of \$43.75 for the filing fee and certificate of status. Please forward a certified copy.

Please forward the acknowledgements to:

Alphonso S. Milligan, Esquire
Milligan & Associates, P.A.
P.O. Box 3254
West Palm Beach, Florida 33402-3254

If you have any questions or if additional information is needed, please contact the undersigned directly at 561.722.4599.

Sincerely,


Alphonso S. Milligan, Esquire

enclosure

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07 MAY -7 AM 8:00
DIVISION OF CORPORATIONS

Articles of Amendment
to
Articles of Incorporation
of

Banyan Resources, Inc.

Document Number of Corporation: N05000000593

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not for Profit Corporation adopts the following amendments to its Articles of Incorporation:

ARTICLE III – PURPOSE (AMENDED)

Section 3.1. The purpose for which this Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by the contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 3.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes or organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they hereinafter amended from time to time.

ARTICLE V – DIRECTORS (AMENDED)

Section 5.1 – The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the “Board”), subject to the restrictions that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than four (4) Directors are present. The affirmative vote of any three (3) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

5.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities;

5.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws;

5.1.3. Organization of a subsidiary or affiliate by the Corporation;

5.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

ARTICLE IX – PROHIBITED ACTIVITIES (ADDED)

Section 9.1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors and to make payments and distributions in furtherance of the purposes set for in Article III hereof.

Section 9.2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 9.3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 9.4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 9.8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE X – DISSOLUTION (ADDED)

Section 10.1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determined, which are organized and operated exclusively for such purposes.

ARTICLE XI – BYLAWS (ADDED)

Section 11.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation, which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

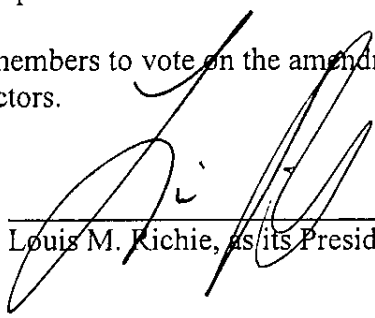
ARTICLE XII – MEMBERS (ADDED)

Section 12.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

The date of adoption of the amendments was 30 April 2007.

There are no members to vote on the amendments. The amendments were adopted by the Board of Directors.

Signature:


Louis M. Richie, as its President