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April 19, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Banian Corp.

P02000042514

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

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	NEW FILINGS
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

	REGISTRATION/QUALIFICATION
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

W02-6741

gr 4/19

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 11, 2002

ALAN S. FISHMAN, ESQ.
2301 W. SAMPLE RD., SUITE 1A
POMPANO BCH, FL 33073

SUBJECT: BANYAN CORP.
Ref. Number: W02000006741

We have received your document for BANYAN CORP. and your check(s) totaling $78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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 (850) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 802A00014606

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ARTICLES OF INCORPORATION
OF
BANIAN CORP.

ARTICLE I - NAME

The name of the corporation is:

BANIAN CORP.

ARTICLE II - PURPOSE

This corporation shall be authorized to undertake any lawful business or enterprise allowed by the Laws of the State of Florida and of the United States.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue a maximum of 1,000 shares of $1.00 par value common stock, which shall be designated "Common Shares". The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE IV - RIGHTS OF SHARES OF CAPITAL STOCK

Section 1.

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2.

Except as otherwise provided by law, the entire voting power for the election of Board of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial principal office of this corporation shall be:

23018 Lermitage Circle
Boca Raton, FL 33433

The name of the initial Registered Agent of this corporation shall be:

Alan S. Fishman

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

Gene Mikel
23018 Lermitage Circle
Boca Raton, FL 33433

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved with which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses including attorney's fees and the costs of a reasonable settlement made with a view of curtailment of the costs of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreement, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Gene Mikel
23018 Lermitage Circle
Boca Raton, FL 33433

ARTICLE IX

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or accounts or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable, if , in good faith, in determining the amount available for dividends or distributions, he considers the assets to be of their book value.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved by a shareholders meeting by fifty-one (51%) percent of the shareholders entitled to vote thereon, unless all of the directors and all of the shareholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XI

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed with the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally and collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18 day of April, 2002.

Gene Mikel, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF BROWARD)

THE FOREGOING INSTRUMENT was acknowledged before me this 18 day of April, 2002 by GENE MIKEL, who is personally known by me or who produced FL DL # M240-280-32-002-0 as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Michael R. Vines
MY COMMISSION # CC879958 EXPIRES
October 14, 2003
BONDED THRU TROY FAIN INSURANCE, INC.
{Printed, Stamped or Typed Name of Notary Public}

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First—that BANIAN CORP., desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Boca Raton, County of Palm Beach, State of Florida, has named Alan S. Fishman, Esq., ALAN FISHMAN & ASSOCIATES, P.A., 2301 West Sample Road, Building 4, Suite 1A, Pompano Beach, FL 33073, as its agent to accept service of process within this state.

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02 APR 19 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gene Mikel

ACKNOWLEDGMENT: (must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept said appointment and agree to act in this capacity, and I agree to comply with the provisions of said Act relative to keeping said office open.

Alan S. Fishman, Esq.
Registered Agent

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