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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Banyan Holdings Group, Inc.**

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**ARTICLES OF INCORPORATION  
FOR  
BANYAN HOLDINGS GROUP, INC.  
(A Florida For Profit Corporation)**

Pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Act"), the undersigned Incorporator submits as follows:

**ARTICLE I - Name:**

The name of the corporation is **Banyan Holdings Group, Inc.** (the "Corporation").

**ARTICLE II - Purpose:**

This Corporation is organized to conduct any or all lawful business pursuant to the Florida Statutes and these Articles of Incorporation.

**ARTICLE III - Shares**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of Common Stock with a Par Value of One Dollar (\$1.00).

**ARTICLE IV - Address:**

The street address and the mailing address of the principal office of the Corporation is

253 Isle Verde Way  
Palm Beach Gardens, FL 33418

**ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:**

GY Corporate Services, Inc.  
777 South Flagler Drive  
Suite 500 East  
West Palm Beach, FL 33401

*Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, GY Corporate Services Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S*

**GY CORPORATE SERVICES, INC.**

By:   
Michael V. Mittrione, Vice President

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H07000195816 3**ARTICLE VI – Directors**

The Corporation shall have at least one (1) director, with the exact number of directors to be specified by the By-laws adopted by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the Corporation be managed by the shareholders. The initial number of directors shall be two (2).

**ARTICLE VII – Existence**

The Corporation shall have perpetual existence.

**ARTICLE VIII – Incorporator:**

The name and address of the Incorporator of these Articles of Incorporation are:

David G. Bates, Esq.  
GUNSTER, YOAKLEY & STEWART, P.A.  
777 South Flagler Drive  
West Palm Beach, FL 33401

**ARTICLE IX – By-Law Amendment**

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be set forth in the By-laws of the Corporation.

**ARTICLE X – Informal Action Of Directors**

If any of the directors severally or all of the directors collectively consent in writing to any action taken or to be taken by the Corporation, and 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.

**ARTICLE XI – Directors**

The name and address of the initial directors of the Corporation are:

Christopher P. Freed, 253 Isle Verde Way, Palm Beach Gardens, FL 33418

Jurgen G. Cautreels, 253 Isle Verde Way, Palm Beach Gardens, FL 33418

**ARTICLE XII – Meeting By Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XIII – Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida

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Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.


The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### ARTICLE XIV - Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by a majority of the shareholders of the Corporation entitled to vote thereon, unless all the directors and shareholders sign a written statement manifesting their intention that certain stated amendments to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2 day of August, 2007.

REQUIRED SIGNATURE:

  
\_\_\_\_\_  
David G. Bates, Esq., Incorporator

*(In accordance with Section 607.0120, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)*

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