

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : BROAD AND CASSEL (BOCA RATON)
Account Number : 076376001555
Phone : (561) 483-7000
Fax Number : (561) 218-8960

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

BAINBRIDGE CAPITAL INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

SP 9/28/09

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September 24, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BROAD AND CASSEL (BOCA RATON)

SUBJECT: BAINBRIDGE CAPITAL INC.
REF: W09000042882

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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.

The document number of the name conflict is L06000082925 - BAINBRIDGE CAPITAL, LLC.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000206818
Letter Number: 609A00031295

P.O. BOX 6327 - Tallahassee, Florida 32314

Fax Audit Number: 009000206818 3**AFFIDAVIT**

The undersigned being first duly sworn, deposes and says that:

1. BAINBRIDGE CAPITAL INC., a Florida corporation (the "New Corporation"), is filing Articles of Incorporation with the Florida Division of Corporations herewith;
2. BAINBRIDGE CAPITAL, LLC, a Florida limited liability company (Doc. #L06000082925) (the "Existing Company"), hereby states that it grants its consent and permission to the New Corporation to use the name "BAINBRIDGE CAPITAL INC.";
3. The New Corporation and the Existing Company are ultimately owned and controlled by the same person; and
4. The undersigned is the sole manager of the Existing Company.

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief on this 25 day of September, 2009.

EXISTING COMPANY:

BAINBRIDGE CAPITAL, LLC,
a Florida limited liability company
(Doc. #L06000082925)

By: RAS Manager, LLC,
a Florida limited liability company,
its Manager

By: [Signature]
Richard A. Schechter, Manager

The foregoing instrument was acknowledged before me on this 25 day September, 2009, by Richard A. Schechter, as Manager of RAS Manager, LLC, as manager of Bainbridge Capital, LLC, who is either personally known to me or has produced FR DR as identification.

[Signature]
Notary Public

Print Name: PAULETTE ROBINSON

My commission expires:

4322-7916-8204 1
234840003Fax Audit Number: 009000206818 3

NOTARY PUBLIC-STATE OF FLORIDA
Paulette Robinson
Commission #DD822668
Expires: SEP. 19, 2012
CORDED THRU ATLANTIC BONDING CO., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BAINBRIDGE CAPITAL INC.

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I.

The name and initial address of this Corporation shall be: Bainbridge Capital Inc., 12765 West Forest Hill Blvd., Suite 1307, Wellington, Florida 33414, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE II.

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE III.

The capital stock authorized, the par value thereof, and the characteristics of such stock are as follows:

NUMBER OF SHARES AUTHORIZED	PAR VALUE PER SHARE	CLASS OF STOCK
1,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

ARTICLE IV.

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation, and shall exist perpetually thereafter unless sooner dissolved according to law.

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ARTICLE V.

The initial registered office of this Corporation is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is BCRA, LLC.

ARTICLE VI.

The name and address of the Incorporator is: Jeffrey A. Deutch, P.A., 7777 Glades Road, Suite 300, Boca Raton, Florida 33434.

ARTICLE VII.

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE VIII.

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE IX.

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

ARTICLE X.

This Corporation expressly elects not to be governed by either Section 607.0901 or Section 607.0902 of the Florida Business Corporation Act, as each may be amended from time to time, which sections relate to affiliated transactions and control share acquisitions.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23rd day of September, 2009.

Jeffrey A. Deutch, P.A.,
a Florida professional service corporation,
Incorporator

By: Jeffrey A. Deutch, PresidentFax Audit Number: HD9000206818 3

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

In compliance with the laws of the State of Florida, the following is submitted:

First - That, BAINBRIDGE CAPITAL INC., desiring to organize under the laws of the State of Florida, has designated 7777 Glades Road, Suite 300, Boca Raton, Florida 33434, as the place of business for the service of process within this state.

Second - That the above corporation has named BCRA, LLC as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, the undersigned hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 23rd day of September, 2009.

BCRA, LLC,
a Florida limited liability company,
Registered Agent

By: 
Jeffrey A. Deutch, Manager

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