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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Azalea Bentgrass Corp.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
AZALEA BENTGRASS CORP.**

The undersigned incorporator, for the purpose of forming a corporation under Chapter 607, Florida Statutes (the "Florida Business Corporation Act"), adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation is Azalea Bentgrass Corp. (hereinafter called the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the Corporation is:

741 Azalea Street  
Boca Raton, Florida 33486

**ARTICLE III  
TERMS OF EXISTENCE**

The Corporation shall have perpetual duration and existence.

**ARTICLE IV  
POWERS**

The nature of the Corporation's business, and its objects, purposes and powers are as follows:

Section. 4.1. Holding Company Activities. To purchase or otherwise acquire, to own and to hold the stock of banks and other corporations, and to do every act and thing covered generally by the denominations "holding corporation," "bank holding company" and "financial holding company," and especially to direct the operations of other entities through the ownership of stock or other interests therein.

Section. 4.2. Investments, etc. To purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, mortgage, pledge, hypothecate or otherwise transfer or dispose of stock, scrip, warrants, rights, bonds, securities or evidences of indebtedness created by any other corporation or corporations organized under the laws of any state, or any bonds or evidences of indebtedness of the United States or any state, district, territory, dependency or county or subdivision or municipality thereof, and to issue and exchange therefore cash, capital stock, bonds, notes or other securities, evidences of indebtedness or obligations of the Corporation and while the owner thereof to exercise all rights, powers and privileges of ownership, including the right to vote on any shares of stock, voting trust certificates or other instruments so owned.

Section. 4.3. Other Business. To transact any business, to engage in any lawful act or activity and to exercise all powers permitted to corporations by the Florida Business Corporation Act.

The enumeration herein of the objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes that the Corporation is

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empowered to exercise, whether expressly, by purpose or by any laws of the State of Florida or any reasonable construction of such laws.

## **ARTICLE V** **CAPITAL STOCK**

Section 5.1. Capital Stock. The total number of shares of all classes of capital stock ("Shares") which the Corporation shall be authorized to issue is 10,000,000, of which (i) 9,000,000 shares shall be common stock, having a par value of \$0.01 per share, and (ii) 1,000,000 shares shall be preferred stock, having a par value of \$1.00 per share ("Preferred Stock"). The Board of Directors is authorized, subject to limitations prescribed by the Florida Business Corporation Act and the provisions of these Articles of Incorporation, to provide, by resolution or resolutions from time to time and by filing articles of amendment to these Articles of Incorporation pursuant to the Florida Business Corporation Act, for the issuance of Preferred Stock in series, to establish from time to time the number of shares to be included in each such series, to fix the power, designations, preferences and relative, participating, optional or other special rights of the shares of each such series and to fix the qualifications, limitations or restrictions thereof.

Section 5.2. Rights, Options, Warrants, etc. The Board of Directors is expressly authorized to create and issue, by resolutions adopted from time to time, rights, options or warrants entitling the holders thereof to purchase Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares, or other securities or indebtedness. The Board of Directors shall determine the terms upon which such rights, options or warrants are issued, including, without limitation, the time or times within which and the price or prices at which Shares may be purchased upon the exercise of any such right, option or warrants. The Board of Directors' judgment shall be conclusive as to the adequacy of the consideration received for any such rights, options or warrants.

## **ARTICLE VI** **INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Corporation's initial registered agent and office is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

## **ARTICLE VII** **INCORPORATOR**

The name and street address of the incorporator of the Corporation is: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

## **ARTICLE VIII** **INITIAL DIRECTORS**


The names and addresses of the initial directors of the Corporation are as follows:

R. Carl Palmer, Jr.	741 Azalea Street Boca Raton, Florida 33486
G. Thomas Frankland	5040 Bentgrass Circle Punta Vedra Beach, Florida 32082

**ARTICLE IX**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided under the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th day of February, 2010.

  
CT Corporation System,  
as Incorporator

**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of AZALEA BENTGRASS CORP., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 11th day of February, 2010.

CT Corporation System,  
as registered agent

 Chris McNear  
Name: Assistant Secretary  
Title: \_\_\_\_\_

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