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TALLAHASSEE, FLORIDA

2010 JUL -2 P 2:32

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## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** BANFIN SOLUTIONS, INC.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

**FROM:** Nathan J. Kutt  
Name (Printed or typed)

610 Sturgeon Place  
Address

Punta Gorda, FL 33950  
City, State & Zip

305.992.8576  
Daytime Telephone number

nathan.kutt@gmail.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
BANFIN SOLUTIONS, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE  
NAME**

The name of the Corporation is: BanFin Solutions, Inc.

**ARTICLE TWO  
CORPORATE PURPOSE**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Act"). The object of the Corporation is pecuniary gain and profit, and the Corporation is formed for the purpose of becoming and operating as a financial services company and engaging in such related and permissible activities in connection therewith as the Board of Directors may from time to time specify by resolution.

**ARTICLE THREE  
CAPITALIZATION**

The total number of shares of capital stock which the Corporation shall have authority to issue is Ten Million (10,000,000) shares of capital stock, \$.01 par value per share, all of which shall be designated "Common Stock." Each share of Common Stock has one vote on each matter submitted to a vote of the Corporation's shareholders. Subject to the provisions of applicable law, the holders of shares of Common Stock are entitled to receive, when and as declared by the Corporation's Board of Directors out of the Corporation's assets legally available therefor, dividends or other distributions, whether payable in cash, property, or securities of the Corporation. The holders of shares of Common Stock are entitled to receive, in proportion to the

number of shares of Common Stock held, the Corporation's net assets upon liquidation or dissolution.

#### ARTICLE FOUR PREEMPTIVE RIGHTS

Pursuant to § 607.0630 of the Act, the Corporation elects to have preemptive rights in favor of *only* holders of twenty-five percent (25%) or more of the then issued and outstanding shares of the Corporation.

#### ARTICLE FIVE INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation in the State of Florida shall be 610 Sturgeon Place, Punta Gorda, Florida, 33950. The initial registered agent of the Corporation at such address shall be Nathan J. Kutt, Esq.

#### ARTICLE SIX INITIAL PRINCIPAL OFFICE

The mailing address of the initial principal office of the Corporation shall be 610 Sturgeon Place, Punta Gorda, Florida, 33950.

#### ARTICLE SEVEN AMENDMENTS TO BYLAWS

(a) Except as provided in paragraph (b) of this Article, the Board of Directors shall have the right to adopt, amend, or repeal the Bylaws of the Corporation by the affirmative vote of a majority of all the directors then in office, and the shareholders shall have such right by the affirmative vote of a majority of the then issued and outstanding shares of the Corporation entitled to vote in an election of directors.

(b) Notwithstanding paragraph (a) of this Article, any amendment of the Bylaws of the Corporation changing the number of authorized directors shall require the

affirmative vote of the holders of two-thirds (2/3) of the then issued and outstanding shares of the Corporation entitled to vote in an election of directors, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

#### ARTICLE EIGHT BOARD OF DIRECTORS

(a) Pursuant to § 607.0804 of the Act, each holder of twenty-five percent (25%) or more of the then issued and outstanding shares of the Corporation shall have the right to elect a member to the Board of Directors.

(b) At any shareholders' meeting with respect to which notice of such purpose has been given, the entire Board of Directors or any individual director may be removed without cause only by the affirmative vote of the holders of two-thirds (2/3) of the then issued and outstanding shares of the Corporation entitled to vote in an election of directors, except that a director elected pursuant to paragraph (a) of this Article may be removed without cause only by the affirmative consent of the shareholder who elected such director.

(c) At any shareholders' meeting with respect to which notice of such purpose has been given, the entire Board of Directors or any individual director may be removed with cause only by the affirmative vote of the holders of at least a majority of the then issued and outstanding shares of the Corporation entitled to vote in an election of directors.

(d) For purposes of this Article, a director of the Corporation may be removed for cause if (i) the director has been convicted of a felony; (ii) any regulatory authority having jurisdiction over the Corporation requests or demands the removal; or (iii) at least two-thirds (2/3) of the directors of the Corporation then in office, excluding the director to be removed, determine that the director's conduct has been inimical to the best interests of the Corporation.

(e) In the event a director elected pursuant to paragraph (a) of this Article is removed, the shareholder who elected such director shall have the sole right to replace the removed director with a director of that shareholder's choice, if such shareholder would, at the time of replacement, still be entitled to appoint a director pursuant to paragraph (a) of this Article.

(f) This Article may be amended or rescinded only by the affirmative vote of the holders of two-thirds (2/3) of the then issued and outstanding shares of the Corporation entitled to vote in an election of directors, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

#### ARTICLE NINE DIRECTOR'S LIABILITY

(a) A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring on or subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for:

- (i) any appropriation, in violation of his or her duties, of any business opportunity of the Corporation;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) the types of liability set forth in § 607.0834 of the Act dealing with unlawful distributions of corporate assets to shareholders; or

(iv) any transaction from which the director derived an improper personal benefit.

(b) Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

(c) This Article may be amended or rescinded only by the affirmative vote of the holders of two-thirds (2/3) of the then issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

#### ARTICLE TEN INDEMNIFICATION

(a) Each person who is or was a director or officer of the Corporation shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation.

(b) Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the Corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader rights than said statute permitted the Corporation to provide prior thereto).

ARTICLE ELEVEN  
REQUIRED APPROVALS

(a) The affirmative vote of two-thirds (2/3) of the directors then in office shall be required to approve a transaction involving the sale, lease, exchange, or other disposition of thirty-five percent (35%) or more of the assets of the Corporation and/or any of its subsidiaries to any other corporation, person, or entity; provided, however, that the affirmative vote of the holders of a majority of the then issued and outstanding shares of the Corporation shall also be required to approve a transaction involving the sale, lease, exchange, or other disposition of all or substantially all of the assets of the Corporation and/or any of its subsidiaries to any other corporation, person, or entity.

(b) Pursuant to § 607.0824 of the Act, the affirmative vote of two-thirds (2/3) of the directors then in office shall be required to approve a transaction involving the sale, exchange, or other disposition of more than fifty percent (50%) of the then issued and outstanding shares of the Corporation and/or any of its subsidiaries to any other corporation, person, or entity.

(c) The affirmative vote of the holders of a majority of the then issued and outstanding shares of the Corporation shall be required to approve a transaction involving the merger or consolidation of the Corporation and/or any of its subsidiaries with or into any other corporation, person, or entity.

(d) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article may be amended or rescinded only by the affirmative vote of the holders of two-thirds (2/3) of the then issued and outstanding shares of the Corporation entitled



to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

## ARTICLE TWELVE CONSIDERATIONS OF THE BOARD OF DIRECTORS

(a) The Board of Directors, when evaluating any offer of another party (i) to make a tender offer or exchange offer for any equity security of the Corporation and/or any of its subsidiaries, (ii) to merge or consolidate any other corporation or entity with or into the Corporation and/or any of its subsidiaries, or (iii) to purchase or otherwise acquire all or substantially all of the assets of the Corporation and/or any of its subsidiaries, shall, in determining what is in the best interests of the Corporation and its shareholders, give due consideration to all relevant factors, including, without limitation: (A) the short-term and long-term social and economic effects on the employees, customers, shareholders, and other constituents of the Corporation and its subsidiaries, and on the communities within which the Corporation and its subsidiaries operate (it being understood that any subsidiary bank of the Corporation is charged with providing support to and being involved in the communities it serves); and (B) the consideration being offered by the other party in relation to the then-current value of the Corporation in a freely negotiated transaction and in relation to the Board of Directors' then-estimate of the future value of the Corporation as an independent entity.

(b) Unless two-thirds (2/3) of the directors then in office shall approve the proposed change, this Article may be amended or rescinded only by the affirmative vote of the holders of two-thirds (2/3) of the then issued and outstanding shares of the Corporation entitled to vote thereon, at any regular or special meeting of the shareholders, and notice of the proposed change must be contained in the notice of the meeting.

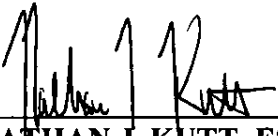
ARTICLE THIRTEEN  
SEVERABILITY

Should any provision of these Articles of Incorporation, or any clause hereof, be held to be invalid, illegal, or unenforceable, in whole or in part, the remaining provisions and clauses of these Articles of Incorporation shall remain valid and fully enforceable.

ARTICLE FOURTEEN  
INCORPORATOR

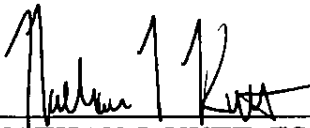
The name and address of the Incorporator of the Corporation are: Nathan J. Kutt, Esq. and 610 Sturgeon Place, Punta Gorda, Florida, 33950.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation the 15<sup>th</sup> day of July, 2010.

  
\_\_\_\_\_  
NATHAN J. KUTT, ESQ., Incorporator

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

Having been named as Registered Agent for BanFin Solutions, Inc. in the foregoing Articles of Incorporation, I hereby agree to accept service of process of said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

  
\_\_\_\_\_  
NATHAN J. KUTT, ESQ.