

P95000057554

LAW OFFICES

WEST & FEINBERG, P.C.

SUITE 775N

4550 MONTGOMERY AVENUE

BETHESDA, MARYLAND 20814

(301) 951 1500

TELECOPIER (301) 951-1525

RONALD D. WEST (MD, DC)  
MARC H. FEINBERG (MD, DC, CT)  
MICHAEL B. GLUCKSTEIN (MD)  
LAWRENCE S. STERN (MD)  
STEVEN W. JACOBSON (MD, DC, GA)  
JOEL L. LEONE (MD, DC, FL, VA)  
AMY L. KERXTUN (MD)

OF COUNSEL  
ROBERT E. WARD (MD, CA, WA)  
RICHARD H. TANENBAUM (MD, DC)

WRITER'S DIRECT NUMBER IS

951-1505

July 12, 1995

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

500001587355  
-07/13/95--01030--007  
\*\*\*122.50 \*\*\*122.50

Re: Windwell Capital Corporation

EFFECTIVE DATE  
7-12-95

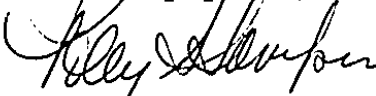
Gentlemen or Ladies:

Please find enclosed the original and two (2) copies of the Articles of Incorporation for the above corporation, along with our check in the amount of \$122.50 for the filing fee.

Please return the receipted copy to my attention at your earliest possible convenience.

Thank you for your prompt attention to this filing.

Sincerely yours,



Polly S. Sampson  
Corporate Paralegal

PSS

Enclosures

(613)

JUL 17 1995

BSB

W95-14336

FILED  
JUL 13 AM 9:29  
TALLAHASSEE, FLORIDA

487-6012



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 17, 1995

WEST & FEINBERG, P.C.  
4550 MONTGOMERY AVENUE  
BETHESDA, MD 20814

SUBJECT: WINDWELL CAPITAL CORPORATION  
Ref. Number: W95000014336

We have received your document for WINDWELL CAPITAL CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return 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 (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 695A00034145

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OF COUNSEL  
ROBERT E. WARD (MD, CA, WA)  
RICHARD H. TANENBAUM (MD, DC)

WRITER'S DIRECT NUMBER IS

951-1505

July 20, 1995

Ms. Brenda Baker  
Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Windwell Capital Corporation

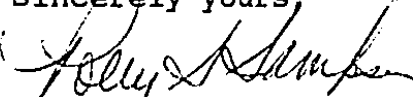
Dear Ms. Baker:

Pursuant to our telephone conversation yesterday, I am returning the original and two copies of the Articles of Incorporation for the above corporation, which you inadvertently rejected. Please refile the documents with the requested effective date. I assume that your office retained our check in the amount of \$122.50 for the filing fee.

Please return the receipted copy to my attention at your earliest possible convenience.

Thank you for your assistance in this matter.

Sincerely yours,



Polly S. Sampson  
Corporate Paralegal

PSS

Enclosures

**ARTICLES OF INCORPORATION  
OF  
WINDWELL CAPITAL CORPORATION**

The undersigned, acting as incorporator of Windwell Capital Corporation, under the Florida General Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is: WINDWELL CAPITAL CORPORATION.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on July 12, 1995.

**ARTICLE III - DURATION**

The duration of the Corporation will be perpetual.

**ARTICLE IV - PURPOSE**

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful businesses for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares of that the Corporation is authorized to have outstanding at any time is two thousand (2,000) shares of common stock having a par value of One Dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

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

The street address of the principal and initial registered office of the Corporation is 225 Seaspray Avenue, Palm Beach, Florida 33480, and the name of the Corporation's initial registered agent at that address is Kirsten S. Edgeworth.

**EFFECTIVE DATE**

7-12-95

FILED  
JUL 13 AM 9:29  
CLERK OF COURT  
PALM BEACH, FLORIDA

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the Bylaws. The initial director of the Corporation shall be Kirsten S. Edgeworth and she shall serve in such capacity until the first annual meeting of the stockholders, or until her successor is duly elected and qualified.

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator is:

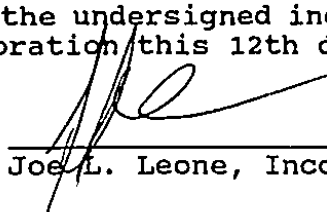
<u>Name</u>	<u>Address</u>
Joe L. Leone, Esq.	West & Feinberg, P.C. 4550 Montgomery Avenue Suite 775N Bethesda, Maryland 20814

#### ARTICLE IV - INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person serving as Officers or Directors of the Corporation, and each person who serves at the request of the Corporation as a Director or Officer of any other Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his being Director or Officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him as a Director or Officer. The Corporation shall reimburse each person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such Officer or Director is liable to the extent permitted by law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12th day of June, 1995.

  
\_\_\_\_\_  
Joe L. Leone, Incorporator

STATE OF MARYLAND            )  
                                  )     SS:  
COUNTY OF MONTGOMERY        )

Before me, the undersigned authority, personally appeared Joe L. Leone, to me well known to be the person described in and who executed and subscribed the foregoing Articles of Incorporation, and he acknowledged before me, that he executed the same and subscribed to the same for the purposes therein expressed.

**WITNESS** my hand and official seal at Bethesda, Montgomery County, Maryland this 12th day of July, 1995.

  
\_\_\_\_\_  
Notary Public, State of Maryland  
at Large

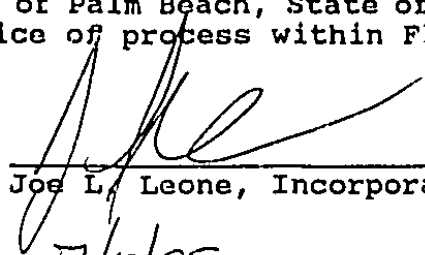
My Commission Expires:

MARC R. FEINBERG  
NOTARY PUBLIC STATE OF MARYLAND  
My Commission Expires September 1, 1996

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida statutes, the following is submitted:

That Windwell Capital Corporation, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 225 Seaspray Avenue, City of Palm Beach, State of Florida 33480, has named Kirsten S. Edgeworth, who resides at 225 Seaspray Avenue, City of Palm Beach, State of Florida 33480, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Joe L. Leone, Incorporator

7/12/95  
\_\_\_\_\_  
Date

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Windwell Capital Corporation in the foregoing Articles of Incorporation I, on behalf of Windwell Capital Corporation, hereby agree to accept service of process for said Corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of F.S. §607.325.

Kirsten S. Edgeworth  
Kirsten S. Edgeworth

FILED  
95 JUL 13 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



# P95000057554

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SUITE 775N

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BETHESDA, MARYLAND 20814

(301)951-1500

TELECOPIER (301)951-1525

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AMY L. KERXTON (MD)

OF COUNSEL  
ROBERT E. WARD (MD, GA, WA)  
RICHARD H. TANENBAUM (MD, DC)

WRITER'S DIRECT NUMBER IS

951-1522

October 10, 1995

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

300001608093  
-10/12/95--01014--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Windwell Financial Corporation - Our File No. 15051.1

Dear Sir or Madam:

Enclosed please find ARTICLES OF AMENDMENT to the Articles of Incorporation of the above referenced Corporation. I am also enclosing a check payable to the Secretary of State in the amount of \$35.

Thank you for your time and attention to this matter.

Sincerely,

  
Joe L. Leone

FILED  
95 OCT 12 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NC  
666  
10-17

ARTICLES OF AMENDMENT

OF

WINDWELL CAPITAL CORPORATION

Windwell Capital Corporation, a Florida corporation, (hereinafter called the "Corporation"), hereby certifies to the Secretary of State of the State of Florida that:

FIRST: The charter of the Corporation is hereby amended by deleting Article I in its entirety, and inserting in lieu thereof the following:

ARTICLE I - NAME

The name of the Corporation is: LYON FINANCIAL CORPORATION.

SECOND: The Board of Directors of the Corporation, by unanimous written consent pursuant to Section 607.0821 of the Florida General Corporation Law signed by all the members thereof and filed with the minutes of proceedings of the Board, duly advised the foregoing amendment and directed that it be submitted for action thereon by the stockholders.

THIRD: By unanimous written consent, pursuant to Section 607.0706 of the Florida General Corporation Law, signed by the stockholders of the Corporation and filed with the records of the stockholders' meetings, the stockholders of the Corporation duly approved such amendment.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation on October 10, 1995.

FIFTH: The amendment was approved by all of the shareholders which is a number sufficient for approval.

IN WITNESS WHEREOF, Windwell Capital Corporation, has caused these Articles of Amendment to be signed in its name and on its behalf by its President and attested to by its Assistant Secretary on this 10th day of October, 1995.

ATTEST:

By:

Joe L. Leone, Assistant Secretary

WINDWELL CAPITAL CORPORATION

By:

Kirsten S. Edgeworth, President

[Corporate Seal]

115051\AMEND.ART

FILED  
95 OCT 12 PM 12:45  
SECRET  
TALLAHASSEE, FLORIDA

P95000057554

LAW OFFICES

WEST & FEINBERG, P.C.

RONALD D. WEST (MD, DC)  
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AMY L. KERSTON (MD)

OF COUNSEL  
ROBERT E. WARD (MD, CA, WA)  
RICHARD H. TANENBAUM (MD, DC)

SUITE 775N  
4550 MONTGOMERY AVENUE  
BETHESDA, MARYLAND 20814  
(301) 951-1500  
TELECOPIER (301) 951-1525

95 DEC 12 AM 11:24  
FILED  
CLERK OF STATE  
TALAHASSEE FLORIDA  
951-1505  
WRITER'S DIRECT NUMBER IS

December 11, 1995

VIA FEDERAL EXPRESS

Division of Corporations  
Department of State  
409E Gaines Street  
Tallahassee, Florida 32399

Re: Lyon Financial Corporation  
Our File No. 13031

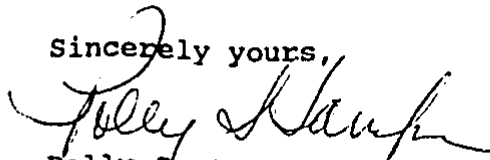
600001660056  
-12/12/95--01088--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Gentlemen:

I enclose for filing Articles of Dissolution on behalf of the above Corporation, along with our check in the amount of \$35 to cover the filing fee.

Please call me if you have any questions or if additional information is requested.

Sincerely yours,



Polly S. Sampson  
Corporate Paralegal

PSS

Enclosures

Uo/dis

DEC 19 1995

ARTICLES OF DISSOLUTION

FIRST: The name of the Corporation is Lyon Financial Corporation.

SECOND: The dissolution of the Corporation was authorized on December 7, 1995.

THIRD: The dissolution of the Corporation was approved by the shareholder of the Corporation in the manner and by the vote required by law and by the charter of the corporation and that the number of shareholders approving the dissolution of the Corporation was sufficient for dissolution. The dissolution of the Corporation was duly authorized by the Board of Directors and Stockholders of the Corporation.

FOURTH: The Corporation is hereby dissolved.

The undersigned President of Lyon Financial Corporation acknowledges the foregoing Articles of Dissolution to be the act of the corporation and that to the best of her knowledge, information and belief the matters and facts set forth in these Articles of Dissolution with respect to the authorization and approval are true and correct in all material respect and that this statement is made under penalties for perjury.

ATTEST:

By: 

Joe L. Leone,  
Assistant Secretary

LYON FINANCIAL CORPORATION

By: 

Kirsten S. Edgeworth,  
President

FILED  
95 DEC 12 AM 11:24  
CLERK OF STATE  
TALLAHASSEE FLORIDA