

Charter Number Only

P96 0000 10581

1/5/96

Requestor's Name

Address

City

State

ZIP

Phone

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VALIDATION ONLY

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95 FEB -2 PM 1:01
TALLAHASSEE, FLORIDA

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*****70.00 *****70.00

CORPORATION(S) NAME

BFT, INC.



EMPIRE Toll Free: 1-800-432-3028

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

RECEIVED
96 JAN -8 AM 10:17
DIVISION OF CERTIFICATION

CERTIFIED
COPY

W 9/6
502

CHASSER FEB 2 1996

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: BFT, INC.

Ref. Number: W96000000481

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FEB 12 2 12 PM '96
TALLAHASSEE, FL 32301

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95 FEB -2 PM 1:01
TALLAHASSEE, FL 32301

We have received your document for BFT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00000774

ARTICLES OF INCORPORATION

OF

BFT ASSOCIATES, INC.

The undersigned subscriber to these Articles of Incorporation is a realtor and is duly licensed to render services as such under the Laws of the State of Florida, and hereby present these Articles for the formation of a corporation under the Florida Professional Service Corporation Act, Chapter 621, Florida Statutes.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is BFT ASSOCIATES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of engaging in real estate investment and management ; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation of any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 621, Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida General Corporation Act in a manner not

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inconsistent with Chapter 621, and for the purpose of transacting any or all lawful business.

The foregoing paragraph shall be construed as enumerating both objects and purposes of the Corporation; and is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

ARTICLE III - CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is Seven Hundred Fifty (750) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - COMMENCEMENT AND TERM EXISTENCE

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Principal place and Registered Office of this Corporation in the State of Florida will be 11308 Glen Oaks Court, North Palm beach, FL 33408. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida. The name of the initial Registered Agent of this Corporation at said address is Paul C. Branch.

ARTICLE VI - DIRECTORS AND OFFICERS

A. There shall be a Board of Directors consisting of one to five Directors. The election of Directors and term of office is fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of two members who shall serve until the first annual meeting of shareholders or until his successor shall be elected and qualified. The number of Directors shall never be less than one. The name and street address of the members of the first Board of Directors are:

Paul C. Branch, President
11308 Glen Oaks Court
North Palm Beach, Florida 33408

Jane D. Branch, Vice President & Secretary
11308 Glen Oaks Court
North Palm Beach, Florida 33408

Daniel J. Branch, Treasurer
37 Pennicott Circle, Penfield,
New York 14526

B. The corporation shall be managed by a President, Vice President & Secretary, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-laws of the Corporation. Any number of offices may be held by the same person.

The names of the first officers to hold office for the first year of existence of the corporation, or until his successors are elected or appointed and shall have qualified is Paul C. Branch, President; Jane D. Branch, Vice President & Secretary; and Daniel J. Branch, Treasurer.

C. Any Director may be removed from office by the shareholders entitled to vote thereon at any annual or special meeting of the shareholders for any cause deemed sufficient by such shareholders.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator who is a realtor licensed under the laws of the State of Florida to render services as such, is as follows: Paul C. Branch, 11308 Glen Oaks Court, North Palm Beach, Florida 33408.

ARTICLE VIII

RESTRAINT OF ISSUANCE AND ALIENATION OF SHARES

A. Shares of the Corporation's capital stock shall be issued to individuals who are duly licensed to practice accounting in the State of Florida.

B. No shareholder of the Corporation may sell or transfer his share of stock therein except to another individual who is eligible to be a shareholder of the Corporation. No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares. Proxies may be given only to other shareholders.

C. The Corporation and to his shareholders have a first right of refusal upon the alienation of shares by a shareholder. In the event of death or disqualification of any shareholder, the remaining shareholders of the Corporation, or the Corporation itself, shall redeem the shares within ninety (90) days of such death or disqualification.

D. Any sale or purported sale or transfer of the shares of the Corporation other than as herein provided shall be null and void.

ARTICLE IX - BY-LAWS

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation, and the duties of the officer of the Corporation shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of the shares of shareholders in specified matters.

ARTICLE X - AMENDMENT

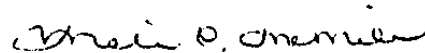
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner and now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
31 day of January, 1996.


PAUL C. BRANCH

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 31
day of January, 1996 by PAUL C. BRANCH, who is personally known
to me, or who has produced _____,
as identification and who did take an oath that the matters set
forth herein are true and correct to the best of his knowledge and
belief.



Notary Public

Print Name: Melissa O. McMillan

My Commission Number is:

My Commission Expires: Notary Public, Glynn County, Georgia
(Affix Notary Seal) My Commission Expires November 16, 1998.

CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That PAUL C. BRANCH desiring to organize under the laws of the State of Florida, with its registered office indicated in the Articles of Incorporation at 11308 Glen Oaks Court, North Palm Beach, Florida 33408, in the County of Palm Beach, State of Florida, has named PAUL C. BRANCH, at 11308 Glen Oaks Court, North Palm Beach, Florida 33408, and as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: *Paul C. Branch*
PAUL C. BRANCH

Date: January 31, 1996

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TALLAHASSEE, FLORIDA

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PO. Box 21201
St. Simons Island, GA 31522

City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>nc</i>
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JAN 15 PM 2:54

JAN 22 1997

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 JAN 15 PM 2:54

BFT ASSOCIATES, INC.

P. O. Box 14326 North Palm Beach, FL 33408
(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

300. Amend name of Profit Corporation.
Change name to:
Branch Associates, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: January 03, 1997

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 13 day of January, 19 97

Signature

Paul C. Branch
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders) Paul C. Branch, President

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Typed or printed name

Director

Title