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SILORETARY OF STATE FALLAHASSEE, FLORIDA

ACCOUNT NO. : 078100000038

REFERENCE # 888977

89556

AUTHORIZATION :

COST LIMIT : 4 70,00

ORDER DATE # March 20, 1996

ORDER TIME : 1:41 PM

ORDER NO. : 888977

CUSTOMER NO: 8955A

CUSTOMER: Robert D. Royston Jr., Esq

ROBERT D. ROYSTON JR., ESQ

P. O. Drawer 60205

Fort Myers, FL 33906

DOMESTIC FILING

MAME:

HUDSON VALLEY CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____CERTIFIED COPY XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INTITALS:

DIVISION OF CORPORATION 96 MAR 21 PH 3: 03

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SECRETABLE OF STATE
TALLAMASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HUDSON VALLEY CORP.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HUDSON VALLEY CORP.

The address of the principal office of this corporation shall be Post Office Drawer 60205, Fort Myers, Florida 33906 and the Failing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be Suite 101, 12670 New Brittany Boulevard, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is Robert D. Royston, Jr.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Kenneth Foss Dir.

Box 652A Sarah Wells Trail Campbell Hall, New York 10916

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on March 21, 1996.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

CLD/vlp

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT D. ROYSTON, JR., an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

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familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Bv:

Typed name, ROBERT D. ROYSTON, JR.