



THE UNITED STATES  
CORPORATION  
COMPANY

P9900006555

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99 JUL 20 PM 2:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 312904 7170239

AUTHORIZATION :

Patricia Pujols

EFFECTIVE DATE

7-19-99

COST LIMIT : \$ 87.50

ORDER DATE : July 20, 1999

ORDER TIME : 3:21 PM

ORDER NO. : 312904-005

CUSTOMER NO: 7170239

CUSTOMER: Linda Topping, Paralegal  
RICHARD H. LANGLEY  
RICHARD H. LANGLEY  
700 Almond Street

Clermont, FL 34712

DOMESTIC FILING

NAME:

JOINT VENTURES,  
BANYAN FINANCIAL SERVICES,  
INC.

EFFECTIVE DATE: 07/19/99

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jamela Abaied

EXAMINER'S INITIALS:

PH 7/26/99

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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W99-16745



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 21, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: BANYAN FINANCIAL SERVICES, INC.  
Ref. Number: W99000016745

We have received your document for BANYAN FINANCIAL SERVICES, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 599A00037239

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
BANYAN JOINT VENTURES, INC.

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99 JUL 20 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

EFFECTIVE DATE

7-19-99

ARTICLE I  
Name

The name and address of this corporation shall be: BANYAN JOINT VENTURES, INC., 301 North Highway 27, Suite G, Clermont, FL 34711.

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$10.00.

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

Richard H. Langley

ADDRESS

700 Almond Street  
Clermont, FL 34711

The names and addresses of the Director(s) is/are:

NAME

John Saint

ADDRESS

301 North Highway 27, Suite G  
Clermont, FL 34711

Paul Wesch

301 North Highway 27, Suite G  
Clermont, FL 34711

**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- Incorporation;
- (a) Amendment, alteration, change or repeal of any provision of the Articles of
  - (b) Reorganization, merger or consolidation of the corporation;
  - (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes

at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

D. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

E. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

#### **ARTICLE IX** **Effective Date**

The date that corporate existence shall begin shall be the date of execution of these Articles of Incorporation. This election is pursuant to Florida Statute 607.0123.

#### **ARTICLE X** **Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 700 Almond Street, Clermont, FL 34711. The name of the Registered Agent of this corporation is Richard H. Langley at the above office address.

#### **ARTICLE XI** **Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this July 19, 1999.

  
Richard H. Langley

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

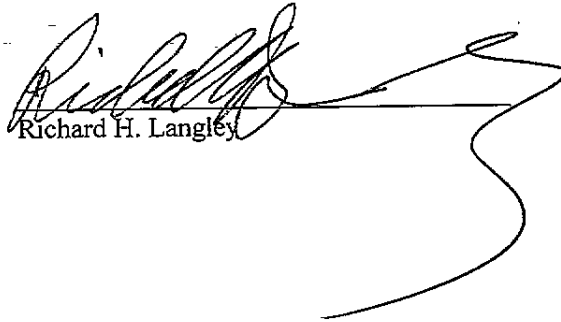
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I hereby accept to act as initial Registered Agent for BANYAN JOINT VENTURES, INC., as  
stated in these Articles of Incorporation.

Dated: July 19, 1999

  
Richard H. Langley