

P99000044020

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

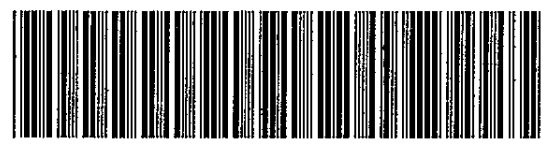
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900067676039

03-14-06--01046--004 \*\*35.00

FILED  
06 MAR 14 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated Act  
JR 3/21

**CHAPMAN, CHAPMAN & CHAPMAN, P. A.**

ATTORNEYS AND COUNSELLORS AT LAW  
1920 GOLF STREET  
SARASOTA, FLORIDA 34236-6997

Kenneth D. Chapman  
Kenneth D. Chapman, Jr.  
Forrest Chapman (1891-1967)

March 10, 2006

Telephone 366-1600  
Telefax 366-1601  
Area Code (941)

Florida Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

**RE: AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR  
BAYSIDE LAWN CARE, INC.**

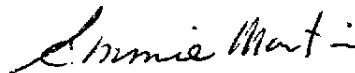
Dear Sir or Madam:

I have enclosed for your review and filing the original of the Amended and Restated Articles of Incorporation for **BAYSIDE LAWN CARE, INC.**, and a check in the amount of THIRTY-FIVE AND NO/100 DOLLARS (\$35.00) payable to The Florida Department of State for the following:

|   |         |
|---|---------|
| Filing Fee, for Amendment to<br>Articles of Incorporation | \$35.00 |
|---|---------|

Thank you for your prompt attention to this matter.

Sincerely,



Emmie Martin  
Legal Assistant

/em  
Enc.

FILED  
06 MAR 14 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

OF

BAYSIDE LAWN CARE, INC.

Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is: BAYSIDE LAWN CARE, INC.

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation is:

3350 Bay Street  
Sarasota, Florida 34237

ARTICLE III- Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV - CAPITAL STOCK

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons (who are qualified to be stockholders as provided in paragraph (d) of this Article) as the Board of Directors may determine.

(d) Each shareholder must be duly licensed or otherwise legally authorized to practice in the State of Florida.

(e) No shareholder shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock.

#### ARTICLE V - DURATION

This corporation shall have perpetual existence.

#### ARTICLE VI - REGISTERED OFFICE AND AGENT

The registered office of this corporation shall be located at 3350 Bay Street, Sarasota, Florida 34237, and the initial registered agent of this corporation at such office shall be Aaron J. Yoder. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VII - Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such

lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII - Board of Directors

The Board of Directors of this corporation shall consist of one member, such member to hold office until his her successor has been duly elected and qualified. The name and street address of the director are:

| <u>Name</u>   | <u>Address</u>                      |
|---------------|-------------------------------------|
| John A. Yoder | 3350 Bay Street, Sarasota, FL 34237 |

#### ARTICLE IX - Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

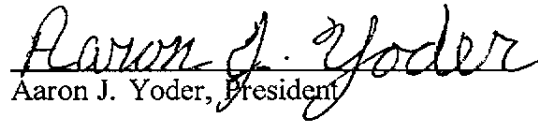
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE X - Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

These Amended and Restated Articles of ~~Organization~~<sup>CORPORATION</sup> were approved by a joint written action of the directors and shareholders dated the 28 day of February, 2006

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation this 28 day of February, 2006.

  
Aaron J. Yoder, President

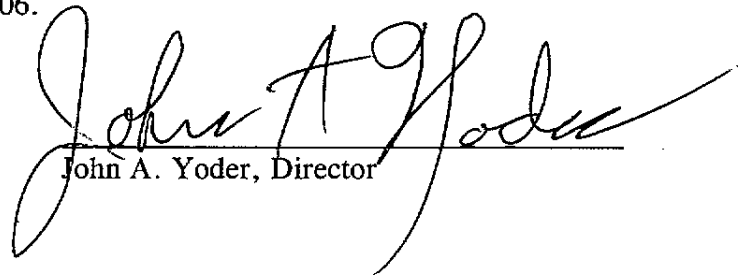
CERTIFICATE OF ADOPTION  
OF  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAYSIDE LAWN CARE, INC.

BAYSIDE LAWN CARE, INC. organized and existing under the Florida Business Corporation Act of the State of Florida ("Corporation").

**DOES HEREBY CERTIFY AS FOLLOWS:**

1. The name of the Corporation is BAYSIDE LAWN CARE, INC.
2. At a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed Amendment and Restatement of the Articles of Incorporation of said Corporation, declaring said amendment and restatement to be advisable.
3. The Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.
4. That said amendment and restatement was duly adopted in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act.

DATED this 28 day of February, 2006.

  
John A. Yoder, Director