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BASIC AMENDMENT

BERNECKER'S NURSERY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$48.75

Amendment

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**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF BERNECKER'S NURSERY, INC.,
A FLORIDA CORPORATION**

Pursuant to the provisions of Sections 607.1003 and 607.1006 of the Florida Business Corporation Act, the Articles of Incorporation of Bernecker's Nursery, Inc., a Florida corporation, are hereby amended according to these Articles of Amendment:

1. The name of the corporation is Bernecker's Nursery, Inc. (the "Corporation").
2. The Corporation currently has One Hundred (100) shares of authorized and outstanding common stock, \$5.00 par value per share. The Corporation, in these Articles of Amendment, is amending its Articles of Incorporation to authorize the issuance of Fifty (50) shares of voting common stock, \$.01 par value per share, and Nine Hundred and Fifty (950) shares of non-voting common stock, \$.01 par value per share. The currently outstanding One Hundred (100) shares of the Corporation's common stock will be exchanged for the newly authorized voting and non-voting common stock on a pro rata basis.
3. These Articles of Amendment to the Articles of Incorporation of the Corporation was adopted by unanimous written consent of the Board of Directors and shareholders of the Corporation on December 12, 2001.
4. Article III of the Articles of Incorporation of the Corporation is hereby amended in its entirety to read as follows:

**"Article III
Capital Stock**

This corporation shall have only one class of stock consisting of two types of common stock, voting and non-voting. The total number of shares of stock which this corporation shall have the authority to issue is Fifty (50) shares of common stock with voting rights, having a par value of \$.01 per share, and Nine Hundred and Fifty (950) shares of common stock with no voting rights, having a par value of \$.01 per share (collectively, and throughout this Article, the "Common Stock"). The preferences, limitations, and relative rights with respect to the voting and non-voting common stock shall be the same, except that the shares of common stock with no voting rights shall not be entitled to vote on any matters required or permitted to be submitted to a vote by the shareholders of this corporation, except when otherwise required by law.

The shareholders of this corporation may not sell, transfer, pledge, or otherwise encumber or dispose of (collectively, "transfer") any of his or her shares of Common Stock or any interest therein, or suffer the same to be subject, directly or indirectly, to transfer by operation of law or agreement, without the prior unanimous written consent of the other shareholders of this corporation. Any purported transfer shall be void, and shall not be recognized or given effect by this corporation.

Notwithstanding anything to the contrary provided herein, the restrictions contained in this Article on dispositions of shares of Common Stock shall not be construed to prohibit the following transfers of shares of Common Stock: (i) any transfer of shares of Common Stock by a shareholder by gift or bequest or through inheritance to, or for the benefit of, including in trust for the benefit of, such shareholder's spouse, children, grandchildren, siblings or parents; (ii) any transfer of shares of Common Stock to a charitable organization qualifying under Internal Revenue Code section 501(c)(3); (iii) any sale or transfer of shares of Common Stock to this corporation; (iv) any sale or transfer of shares of Common Stock by a shareholder to an entity controlling, controlled by, or under common control with such

shareholder (control being more than fifty percent (50%) of the ownership interests of such an entity); and (v) any transfer of shares of Common Stock upon the death of the shareholder to his executors or administrators or legal successors (any recipient of shares of Common Stock pursuant to any clauses (i) through (v) above being a "Permitted Transferee"). If a shareholder transfers shares of Common Stock to a Permitted Transferee (or if any Permitted Transferee subsequently transfer or retransfers any of such shares to another Permitted Transferee of such shareholder), such Permitted Transferee(s) shall receive and hold the shares so transferred subject to the provisions of this Article, including without limitation the obligations hereunder of the shareholder who originally transferred such shares, as though such shares were still owned by such shareholder, and such Permitted Transferee(s) shall be deemed to be a shareholder for the purposes of this Article.

All certificates representing shares of Common Stock shall be endorsed with the following legend:

"THE TRANSFER OF THE SHARES REPRESENTED BY THIS CERTIFICATE, AND ALL RIGHTS REPRESENTED BY SUCH SHARES, ARE SUBJECT TO THE TERMS OF THE ARTICLES OF INCORPORATION OF THE CORPORATION, A COPY OF WHICH IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION. ANY PERSON WHO WISHES TO BECOME THE OWNER OF THIS CERTIFICATE OR OF THE SHARES WHICH IT REPRESENTS, OR TO OBTAIN ANY INTEREST IN SUCH CERTIFICATE OR SHARES, SHALL AGREE TO BECOME BOUND BY THE PROVISIONS OF SUCH ARTICLES."

5. Except as hereby amended, the existing Articles of Incorporation of the Corporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on December 12, 2001.

BERNECKER'S NURSERY, INC.,
a Florida corporation

By: 
Robert G. Bernecker, President

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