

38/639

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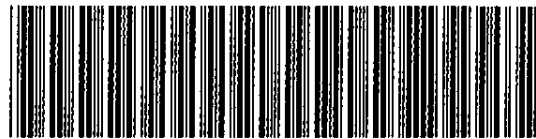
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2008 APR -7 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Astart
Tlewis
4-10-08

MARIO G. DE MENDOZA, III, P.A.

ATTORNEY AT LAW

12765 FOREST HILL BOULEVARD

SUITE 1302

WELLINGTON, FLORIDA 33414

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E-MAIL: office@pblaw.us

April 1, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

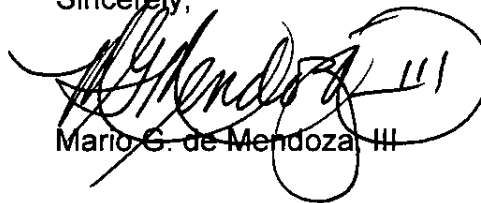
RE: Sunny State Nursery and Landscape Company
Our File No. 5612

Dear sir or madam:

Enclosed herewith please find the original and a copy of the fully executed Articles of Restatement of Sunny State Nursery and Landscape Company for filing, together with a check in the amount of \$43.75, representing the filing fee plus the cost of a certified copy of the Articles.

Thank you for your assistance.

Sincerely,



Mario G. de Mendoza III

MGMIII:hr
Enclosures

MGMIII:dw
5612
3/31/08

FILED

2008 APR -7 AM 11:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF RESTATEMENT
OF ARTICLES OF INCORPORATION OF
SUNNY STATE NURSERY AND LANDSCAPE COMPANY
DOCUMENT NO. 381639**

Pursuant to the provisions of Section 607.1007, Florida Statutes, this Florida Profit Corporation adopts the following Restated and Amended Articles of Incorporation.

Article I - Name

The name of this corporation is SUNNY STATE NURSERY AND LANDSCAPE COMPANY.

Article II - Duration

The term for which this corporation shall exist shall be perpetual.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is authorized to issue 300 shares of One Dollar (\$1.00) par value non-assessable stock.

Article V - Amendments

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Article VI - Principal Address

The street address of the principal place of this corporation is: 10716 Heritage Farms Road, Lake Worth, Florida 33467.

Article VII - Mailing Address & Registered Agent

The mailing and registered office address of this corporation is: 12765 Forest Hill Boulevard, Suite 1302, Wellington, Florida 33414. The name of the initial registered agent

of this corporation at that address is Mario G. de Mendoza, III, P.A.

Article VIII - Board of Directors

The corporation currently has two (2) directors. The number of directors may be either increased or diminished from time to time by the By-Laws but never be less than one (1). The names of the current directors of this corporation are:

Richard R. Ebersold
10716 Heritage Farms Road
Lake Worth, FL 33467

Mark R. Ebersold
10716 Heritage Farms Road
Lake Worth, FL 33467

Article IX - Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

Article X - Meetings by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XI - Action by Directors without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

Article XII - Shareholders' Meeting

Except as may be otherwise provided in the By-Laws, any annual or other meeting of the shareholders may be held within or without the State and any shareholder may waive notice of any meeting either before or after the meeting.

Article XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

The Certificate required by Section 607.1007(4), Florida Statutes, is attached hereto.

The Restated and Amended Articles of Incorporation shall be effective upon the date of filing of these Articles of Restatement with the Department of State.

Dated this 31st day of March, 2008.

SUNNY STATE NURSERY AND
LANDSCAPE COMPANY

By: 

Richard R. Ebersold, President

CERTIFICATE ACCOMPANYING ARTICLES OF RESTATEMENT
SUNNY STATE NURSERY AND LANDSCAPE COMPANY
DOCUMENT NO. 381639

Pursuant to Section 607.1007(4), Florida Statutes, it is hereby certified that:

1. The Restated and Amended Articles of Incorporation substantially amend the Articles of Incorporation which were filed with the Department of State on May 5, 1971. The corporation does not have in its possession the copy of the Articles of Incorporation as filed with the Department of State. The corporation has requested a copy of the Articles of Incorporation from the Department of State; however, counsel for the corporation was advised that the original Articles of Incorporation are missing from the original microfilm. The Department of State was unable to provide a complete and legible copy of the Articles of Incorporation. For these reasons, the corporation is unable to specify the text of each amendment to the Articles of Incorporation which is reflected in the Restated and Amended Articles of Incorporation.

2. All amendments reflected by the Restated and Amended Articles of Incorporation were approved by the Shareholders. The numbers of votes cast for the amendments by the Shareholders were sufficient for approval.

3. All amendments were adopted on the 24th day of March, 2008.

Dated this 31st day of March, 2008.

SUNNY STATE NURSERY AND
LANDSCAPE COMPANY

By: 

Richard R. Ebersold, President

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: SUNNY STATE NURSERY AND LANDSCAPE COMPANY, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Lake Worth, State of Florida, has named Mario G. de Mendoza, III, P.A., located at 12765 Forest Hill Blvd., Suite 1302, Wellington, Florida 33414, as its agent to accept service of process within Florida.

SUNNY STATE NURSERY AND
LANDSCAPE COMPANY

SIGNATURE: _____

Richard R. Ebersold

TITLE: President

DATE: 3/31, 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

MARIO G. de MENDOZA, III, P.A.,
a Florida corporation

SIGNATURE: _____

Mario G. de Mendoza, III, President

DATE: 3/31, 2008