

DEC-29-2004 14:

RAY ROBINSON

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Page 1 of 1

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**BASIC AMENDMENT**

**FLORIDA IRRIGATION SUPPLY, INC.**

Certificate of Status	0
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**AMENDED AND  
RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA IRRIGATION SUPPLY, INC.**

FLORIDA IRRIGATION SUPPLY, INC. (the "Corporation") filed its original Articles of Incorporation with the Florida Department of State on May 15, 1974 (the "Original Articles"). These Restated Articles of Incorporation and the amendments to the Original Articles as contained herein were duly adopted, effective December 17, 2004, by the entire Board of Directors of the Corporation and all shareholders of the Corporation, thereby being a sufficient number of votes for approval, in accordance with Sections 607.1006 and 607.1007 of the Florida Business Corporation Act.

**ARTICLE I**  
Name

The name of this corporation is FLORIDA IRRIGATION SUPPLY, INC.

**ARTICLE II**  
Registered Office and Agent

The street address of the registered office of the Corporation in the State of Florida is 301 East Pine Street, Suite 1400, Orlando, Florida 32801.

The name of the registered agent of the Corporation at that address is Richard M. Robinson.

**ARTICLE III**  
Mailing Address

The mailing address of the Corporation is 300 Central Park Drive, Sanford, Florida 32771.

**ARTICLE IV**  
Duration

This Corporation shall exist perpetually.

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**ARTICLE V****Purpose**

The purpose or purposes of the Corporation are to transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE VI****Capital Stock**

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Twenty Thousand (20,000), consisting of One Thousand Five Hundred (1,500) shares of Class A Voting Common Stock, \$.01 par value (the "Class A Common Stock"), and Eighteen Thousand Five Hundred (18,500) shares of Class B Non-Voting Common Stock, \$.01 par value (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are hereinafter referred to collectively as the "Common Stock". The preferences, qualifications, limitations, restrictions and the special or relative rights of the shares of the Class A Common Stock and the Class B Common Stock shall be identical in all respects except solely with respect to voting rights. The preferences, qualifications, limitations, restrictions and the special or relative rights of the Common Stock are as follows:

**SECTION 1. Common Stock - General Provisions.** Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

**SECTION 2. Common Stock - Voting Rights; Dividends and Other Distributions.**

(a) **Voting Rights.** The shares of Common Stock shall have the following voting rights:

(i) **Class A Common Stock.** Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote upon all matters upon which stockholders have the right

to vote. Except as otherwise required by applicable law, the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(ii) Class B Common Stock. Each share of Class B Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval, except as expressly required by applicable law.

(b) Dividends and Distributions. Holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. All dividends and distributions on the Class A Voting Common Stock payable in stock of the Corporation shall be made in shares of Class A Voting Common Stock, and all dividends and distributions on the Class B Non-Voting Common Stock payable in stock of the Corporation shall be made at the same dividend rate per share in shares of Class B Non-Voting Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

#### **ARTICLE VII**

##### **Board of Directors**

The number of directors which shall constitute the whole Board of Directors shall be determined in the manner provided in the Bylaws of the Corporation. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

#### **ARTICLE VIII**

##### **Bylaws**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X**

##### **Amendments**

This Corporation reserves the right to amend or repeal any provision contained in these Restated Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF, the Corporation has caused these Restated Articles of Incorporation to be executed in its corporate name effective this 29<sup>th</sup> day of December, 2004.

FLORIDA IRRIGATION SUPPLY, INC.,  
a Florida corporation

By: Fred G. Tannler, Pres.  
Fred G. Tannler, its President

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**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT****FLORIDA IRRIGATION SUPPLY, INC.**

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

  
Richard M. Robinson