

548960

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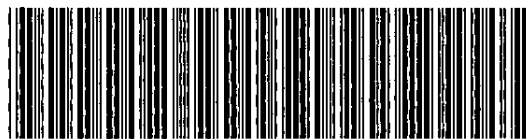
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EFFECTIVE DATE

July 20, 2012

Amend  
7-13/12

FILED  
2012 JUL 12 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TO: AMENDMENT SECTION, DIVISION OF CORPORATIONS**

**Courier: Amendment Section**

**Division of Corporations**

**Clifton Building**

**2661 Executive Center Circle**

**Tallahassee, Florida 32301**

**Mail: Amendment Section**

**Division of Corporation**

**P.O. Box 6327**

**Tallahassee, Florida 32314**

**RE: Knox Nursery, Inc. Document number: 548960**

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Bruce Knox, President

Knox Nursery, Inc.

940 Avalon Road

Winter Garden, Florida 34787

[bruce@knoxnursery.com](mailto:bruce@knoxnursery.com)

(407) 654-1972

Enclosed is a check for **\$43.75** to cover the filing fee and one certified copy of the Amendment payable to the Florida Department of State.

Knox Nursery, Inc.

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
KNOX NURSERY, INC.**

EFFECTIVE DATE  
July 26 2012

FILED  
2012 JUL 12 PM 1:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **KNOX NURSERY, INC.** were adopted by the corporation's board of directors on July 3, 2012 and approved by a majority of the shareholders on July 3, 2012. The corporation is filing these Articles of Amendment to Articles of Incorporation pursuant to F.S. 607.1001.

1. The name of the corporation is **KNOX NURSERY, INC.**
2. Article III of the Articles of Incorporation of **KNOX NURSERY, INC.** was amended as follows:

**ARTICLE III. CAPITALIZATION**

- A. Effective July 20, 2012, each 1,000 shares of Common Stock, issued and outstanding or held by the Corporation, automatically and without any action on the part of the respective holders thereof, shall be converted and combined into one share of Common Stock. No fractional shares shall be issued as a result thereof. In lieu of issuing fractional shares, any fractional share resulting from the combination shall be cashed out and additionally shareholders holding less than 150 shares after the effective date of this Amendment shall be cashed out and thereafter instead of issuing fractional shares or 150 shares or less to such stockholders, the Corporation shall pay an amount in cash equal to \$0.021 per share of Common Stock held by such stockholders immediately before this amendment becomes effective.
- B. In all other respects, including the stated capitalization of the Company, the provisions of Article III, shall remain as stated in the Articles of Amendment to the Articles of Incorporation of Knox Nursery, Inc., filed with the Florida Secretary of State on November 17, 1997.


3. ARTICLE XVIII is hereby added to the Company's Articles of Incorporation, to become effective upon the filing of this Amendment:

**ARTICLE XVIII**

The Company elects not to be bound by, or be subject to the provisions of Florida Statute Section 607.0902.

The foregoing amendment to articles of incorporation was duly adopted by the board of directors on July 3, 2012 and approved by a majority of the shareholders, holding 67% of the outstanding shares, on July 3, 2012. A sufficient number of shares voted in favor of the Amendment to the Articles of Incorporation to make it effective.

In witness whereof, the undersigned Director of this corporation has executed these articles of amendment on July 6, 2012.

  
Bruce Knox, Chairman

STATE OF FLORIDA  
COUNTY OF ORANGE

These **ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF KNOX NURSERY, INC.** was executed and acknowledged before me by **Bruce Knox** who is personally know to me, on this 6<sup>th</sup> day of July, 2012.

(NOTARY SEAL)

  
(Signature of Notary Public-State of Florida)

(Name of Notary Typed, Printed, or Stamped)

