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Articles of Incorporation

Filed 7-8-69

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11pgs.

SPEAR, DEUSCHLE & CAPP

ATTORNEYS AT LAW

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FORT LAUDERDALE, FLORIDA 33306

STEPHEN A. SPEAR
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ALVIN CAPP

DALEY J. ROBERTS

June 30, 1969

FILED
JUL 1 1969
TALLAHASSEE, FLORIDA

BH
AL

Secretary of State
Corporations Division
The Capitol Building
Tallahassee, Florida 32304

Dear Sir:

Re: Our file no. 4824
Edward D. Stone, Jr. and Associates, P. A.

11-25 8 - 07500
11-25 7 - 06900
11-25 6 - 06800
11-25 5 - 06700

Enclosed herewith please find original and one copy of the Articles of Incorporation of the Edward D. Stone, Jr. and Associates, P. A.

Enclosed also is our check in the amount of \$35.00 to cover the cost of the filing fee.

Very truly yours,

SPEAR, DEUSCHLE & CAPP

Alvin Capp
Alvin Capp

Enclosures

C. TAX	20.00
FILING	10.00
R. AGENT FEE	2.00
C. COPY	3.00
TOTAL	35.00
M. BANK	35.00
BALANCE DUE	
REFUND	

47338

checked 7/1/69

of any of the purposes or the attaining of any of

ASSIGNMENT OF INCORPORATOR'S SUBSCRIPTION

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, in consideration of one dollar, the receipt whereof is acknowledged, and for other good and valuable considerations, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto all my right, title and interest as an incorporator and a subscriber to the capital stock of

a corporation organized under the laws of the State of _____ to the extent of _____ shares of the _____ stock of said corporation, and I request said corporation to issue the certificates for said stock to and in the name of said _____ or his nominee.

WITNESS my hand and seal this day of 30TH DAY JUNE, 1969.

Witness: _____

David Armbruster

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, in consideration of one dollar, the receipt whereof is acknowledged, and for other good and valuable considerations, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto all my right, title and interest as an incorporator and a subscriber to the capital stock of

a corporation organized under the laws of the State of _____ to the extent of _____ shares of the _____ stock of said corporation, and I request said corporation to issue the certificates for said stock to and in the name of said _____ or his nominee.

WITNESS my hand and seal this day of 30TH DAY JUNE, 1969.

Witness: _____

David Peterson

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, in consideration of one dollar, the receipt whereof is acknowledged, and for other good and valuable considerations, have sold, assigned, transferred and set over, and by these presents do sell, assign, transfer and set over, unto all my right, title and interest as an incorporator and a subscriber to the capital stock of

a corporation organized under the laws of the State of _____ to the extent of _____ shares of the _____ stock of said corporation, and I request said corporation to issue the certificates for said stock to and in the name of said _____ or his nominee.

WITNESS my hand and seal this day of 30TH DAY JUNE, 1969.

Witness: _____

William Bozas

ARTICLES OF INCORPORATION
OF

EDWARD D. STONE, JR. AND ASSOCIATES, P. A.

69 JUL 8 AM 10:50

SEC. OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber to these Articles of Incorporation, a natural person competent to contract, and a LANDSCAPE ARCHITECT duly licensed to render services as such under the laws of the State of Florida, hereby presents these Articles for the formation of a corporation under the Professional Service Corporation Act, and other laws of the State of Florida for the sole and specific purpose of rendering professional service as herein after set forth.

ARTICLE I. NAME

The name of this corporation is:
EDWARD D. STONE, JR. AND ASSOCIATES, P. A.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business of rendering the same professional services to the public that a LANDSCAPE ARCHITECT, duly licensed under the laws of the State of Florida, is authorized to render, but such professional service shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Florida.

To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation.

and in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a nominal or par value of 10¢ per share. None of the shares of this corporation may be issued to anyone other than an individual licensed as a landscape architect in the State of Florida.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be no less than \$500.00.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 2400 E. OAKLAND PARK BOULEVARD, FORT LAUDERDALE, BROWARD COUNTY, FLORIDA. Florida. The Board of Directors or Stockholders may from time to time move the principal office to any other address in Florida.

ARTICLE VII. DIRECTORS

The number of directors may be altered from time to time by By-Laws adopted by the Stockholders. However, the corporation shall have no less than three (3) directors at any time.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Edward D. Stone, Jr.	2400 E. Oakland Park Blvd., Ft. Lauderdale, Fla.
David S. Armbruster	" " " " " "
William Bozas	" " " " " "
David L. Peterson	" " " " " "

The members of the first Board of Directors shall hold office until the first Annual Meeting of the Stockholders of this corporation.

ARTICLE IX. SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation, each of whom is a LANDSCAPE ARCHITECT, duly licensed under the laws of the State of Florida to render services as such, the number of shares of stock each agrees to take, and the value of the consideration therefor are:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Consideration</u>
Edward D. Stone, Jr.	2400 E. Oakland Park Blvd. Ft. Lauderdale, Florida	99,997	\$9,990.70
David S. Armbruster	" " " "	1	.10
William Bozas	" " " "	1	.10
David L. Peterson	" " " "	1	.10
			<u>\$10,000.00</u>

ARTICLE X. VOTING TRUSTS

No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE XI. RESTRAINT ON ALIENATION OF SHARES

The shareholders of this corporation shall have the power to include in the By-Laws, adopted by a two-thirds majority of the shareholders of this corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of this corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such stock. No shareholder of this corporation may sell or transfer his shares therein except to another individual who is eligible to be a shareholder of this corporation, and such sale or transfer may be made only after the same shall have been approved at a stockholders' meeting specially called for such purpose. If any shareholder becomes legally disqualified to practice his profession in the State of Florida, or is elected to a public office, or accepts employment that places restrictions or limitations upon his continuous rendering of such professional services, such shareholder's shares shall immediately become subject to purchase by this corporation in accordance with the By-Laws adopted by the shareholders.

ARTICLE XII. ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

The corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any

person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the common stock of this corporation any preemptive right to purchase or subscribe to any new issues of any type stock of this corporation, and no shareholder shall have any preemptive right to subscribe to any such stock.

This corporation shall have the power, at its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his share, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

This corporation shall have the power to enter into, for the benefit of its employees, one or more of the following (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XIII. INCORPORATION OF PROVISIONS OF PROFESSIONAL SERVICE CORPORATION ACT

This corporation is intended to be a professional corporation within the meaning of the Professional Service Corporation Act, and accordingly, the corporation, its officers, directors and stockholders shall be subject to all of the sections of said Act concerning the formation of the corporation, the conduct of its business, and the liabilities, rights, privileges and immunities of the corporation, its officers, directors and stockholders, as stated in Chapter 621, Florida Statutes, anything contained herein to the contrary notwithstanding.

ARTICLE XIV. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation,

In the manner now or hereafter prescribed by statute, and all right conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original subscribers to the capital stock hereinbefore described, for the purpose of forming a professional corporation to do business within the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinabove set forth, and accordingly, have hereunto set our hands and seals, this 30 day of June, 19 69.

Edward D. Stone, Jr. L.S.
Edward D. Stone, Jr.

David S. Armbruster L.S.
David S. Armbruster

William Bozas L.S.
William Bozas

David L. Peterson L.S.
David L. Peterson

STATE OF FLORIDA
COUNTY OF BROWARD

BE IT REMEMBERED, THAT on this 30 day of June,
1969, personally came before me EDWARD D. STONE, JR.,
to me well known and known to me to be the person described in and
who executed the foregoing Articles of Incorporation, and acknowledged
to and before me that he executed said Articles of Incorporation for
the purposes therein expressed.

WITNESS my hand and notarial seal at Fort Lauderdale, this

30 day of June, 1969.

Al Copp
NOTARY PUBLIC

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 11, 1972
BONDED THROUGH FRED W. DIESTENHORST

My Commission expires:

STATE OF FLORIDA
COUNTY OF BROWARD

BE IT REMEMBERED, THAT on this 30 day of June,
1969, personally came before me DAVID S. ARMBRUSTER, to me well known
and known to me to be the person described in and who executed the
foregoing Articles of Incorporation, and acknowledged to and before me
that he executed said Articles of Incorporation for the purposes therein
expressed.

WITNESS my hand and notarial seal at Fort Lauderdale, this

30 day of June, 1969.

Al Copp
NOTARY PUBLIC

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 11, 1972
BONDED THROUGH FRED W. DIESTENHORST

STATE OF FLORIDA
COUNTY OF BROWARD

BE IT REMEMBERED, THAT on this 30 day of June, 1969, personally came before me WILLIAM BOZAS, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed

WITNESS my hand and notarial seal at Fort Lauderdale, this

30 day of June, 1969.

Al Corp
NOTARY PUBLIC

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 11, 1972
BONDED THROUGH FRED W. DIEBTELMOORE

STATE OF FLORIDA
COUNTY OF BROWARD

BE IT REMEMBERED, THAT on this 30 day of JUNE, 1969, personally came before me DAVID L. PETERSON, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and notarial seal at Fort Lauderdale, this

30 day of June, 1969.

Al Corp
NOTARY PUBLIC

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 11, 1972
BONDED THROUGH FRED W. DIEBTELMOORE