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## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PRO LAWN PLUS INC  
(Name of Corporation)

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Officer/Director Resignation for a Corporation and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

NICHOLAS B DENNIS  
(Name of Person)

PRO LAWN PLUS  
2083 Nickerson Lane  
Jacksonville, FL 32207

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

NICHOLAS DENNIS at 904 399-8873  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for \$35.00 made payable to the Florida Department of State.

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**OFFICER / DIRECTOR RESIGNATION  
FOR A CORPORATION**

I, JAMES DENNIS, hereby resign as SECT / TREASURER  
(Title)  
of PRO-LAW-PLUS, INC.  
(Name of Corporation)

\_\_\_\_\_, a corporation organized under the laws of the State of  
(Document Number, if known)  
FLORIDA

DISMISSED PER ARTICLE IV  
SECTION 4.6

\_\_\_\_\_  
(Signature of resigning officer/director)

SPECIAL MEETING HELD 2PM  
7/19/05

**FILING FEE IS \$35.00**

**Make checks payable to Florida Department of State and mail to:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

(b) At the first annual meeting of shareholders and at each annual meeting thereafter the shareholders shall elect directors to hold office until the next succeeding annual meeting. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

Section 4.6 REMOVAL OF DIRECTORS. Any director, or the entire Board of Directors, may be removed, with or without cause, at a meeting of the shareholders called expressly for that purpose, as provided in Section 607.117 of the Florida General Corporation Act.

Section 4.7 VACANCIES. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

Section 4.8 QUORUM AND VOTING. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which the quorum is present shall be the act of the Board of Directors.

Section 4.9 EXECUTIVE AND OTHER COMMITTEES.

(a) The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more committees each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, except as limited by the laws of the State of Florida.

(b) The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

Section 4.10 PLACE OF MEETING. Regular and special meetings of the Board of Directors may be held within or without the State of Florida.