

F33321

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

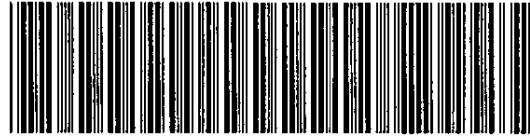
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300251000063

08/27/13--01037--001 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG 22 PM 3:35

AUG 27 2013

T. BROWN

COVER LETTER #2

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: TORNELLO LANDSCAPE CORP.

DOCUMENT NUMBER: F33321

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

Please return all correspondence concerning this matter to the following:

ROBERT TORNELLO
Name of Contact Person

Firm/ Company

704 21ST AVE SE P.O. BOX #789
Address

City/ State and Zip Code

ROBERTTORNELLO@ME.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ROBERT TORNELLO at (813) 917-8550
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 AUG 22 PM 3:35

AMENDED AND RESTATED ARTICLES OF INCORPORATION

THESE AMENDED AND RESTATED ARTICLES OF INCORPORATION (these "Amended Articles") amend and restate the Articles of Incorporation of **TORNELLO LANDSCAPE CORP., a Florida corporation** (the Corporation"), filed with the Florida Secretary of State on May 4, 1981, and assigned Document Number F33321 (the "Original Articles"), and is done pursuant to the provisions of Section 607-1006, Florida Statutes.

ARTICLE 1 – NAME

The name of the Corporation is hereby amended to: 3 Boys Farm Company, and its address is 704 21st Avenue SE, Ruskin, Florida 33570.

ARTICLE II – DURATION

This Corporation shall have perpetual duration, which commenced on May 4, 1981.

ARTICLE III – PURPOSE

This Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida. Notwithstanding the foregoing and any other provision of these Amended Articles, the nature of the business and of the purposes to be conducted and promoted by the Corporation is to lease, purchase, develop, design and operate organic and hydroponic farms, growing thereon and therein, plants, fruits, vegetables, produce and herbs for itself and for third parties.

ARTICLE IV – CAPITAL STOCK

This Corporation is authorized to issue the aggregate number of 167 shares of common stock, each with a par value of Five Dollars (\$5.00).

ARTICLE V – DIRECTORS AND OFFICERS

The number of Directors of this Corporation may be increased or decreased from time to time in accordance with its Bylaws, but shall never be less than three (3). The names and addresses of the current Directors and Officers of this Corporation are as follows:

Robert S. Tornello
704 21st Avenue, SE
Ruskin, FL 33570

Director and President

Ed Chiles
101 Pine Avenue
Anna Maria FL 34216

Director/Vice President/Treasurer

Richard F. LaRoche, Jr. Director/Secretary/Tax Matters Officer
2700 Gulf Drive
Apt. 207
Holmes Beach, FL 3217

ARTICLE VI – SHAREHOLDERS

The Shareholders of this Corporation and their respective shareholder interests are as follows:

Robert S. Tornello:	100.0 Shares
Ed Chiles:	33.5 Shares
Richard F. LaRoche, Jr.:	33.5 Shares

ARTICLE VII – BYLAWS

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholder or the Directors of the Corporation.

ARTICLE VIII – INDEMNIFICATION

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law. A Director shall, in the performance of his duties, be fully protected in relying in good faith upon the records of this Corporation and upon such information, opinions, reports or statements presented to this Corporation by any of the Corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the Director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of this Corporation.

To the fullest extent permitted by the General Corporation Law of the State of Florida, as the same exists or may hereafter be amended, a Director of this Corporation shall not be liable to this Corporation or its stockholder for monetary damages for a breach of fiduciary duty as a Director, except (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholder, (ii) for acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Director derived an improper personal benefit. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX – REGISTERED OFFICE AND AGENT

The name of the Registered Agent of this Corporation is Robert S. Tornello, whose address is: 704 21st Avenue SE, Ruskin, FL 33570.

ARTICLE X – INCORPORATOR

The incorporator named in the Original Articles is Robert Tornello, who is the same person signing these Amended Articles as Incorporator,, President and Director of this Corporation.

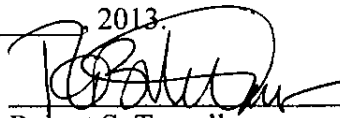
ARTICLE XI – AMENDMENT OR REPEAL

This Corporation reserves the right to amend, alter, or repeal any other provision contained in these Amended Articles in the manner now or hereafter prescribed by Florida Statute, and all rights of stockholders herein are subject to this reservation.

ARTICLE XII – ADOPTION OF AMENDED ARTICLES

These Amended Articles of Incorporation were adopted by the Board of Directors and Shareholders of this Corporation and the number of votes cast for the Amended and Restated Articles of Incorporation were sufficient for approval. *The amendment was adopted on August 19, 2013.*

DATED this 19 day of AUGUST, 2013.

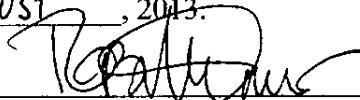


Robert S. Tornello
Incorporator, President and Director

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation at the place designated in ARTICLE IX of these Amended Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provision of all statutes relative to the proper and complete discharge of its duties.

DATED this 19th day of AUGUST, 2013.



Robert S. Tornello