

# N01000004174

YOUNG, VAN ASSENDERP, VARNADOE & ANDERSON, P. A.

ATTORNEYS AT LAW

REPLY TO:

FILED  
01 JUN 14 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Tallahassee

R. BRUCE ANDERSON  
CLAY C. BROOKER  
TASHA O. BUFORD  
DANIEL H. COX  
TIMOTHY S. FRANKLIN  
DAVID P. HOPSTETTER\*  
C. LAURENCE KEESEY  
KENZA VAN ASSENDERP  
GEORGE L. VARNADOE  
ROY C. YOUNG

\*BOARD CERTIFIED REAL ESTATE LAWYER

OF COUNSEL  
DAVID B. ERWIN  
A.J. JIM SPALLA

13 June 2001

GALLIE'S HALL  
225. SOUTH ADAMS STREET  
SUITE 200  
POST OFFICE BOX 1833 (ZIP 32302-1833)  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE (850) 222-7206  
TELECOPIER (850) 561-6834

SUNTRUST BUILDING  
801 LAUREL OAK DRIVE  
SUITE 300  
POST OFFICE BOX 7907 (ZIP 34101-7907)  
NAPLES, FLORIDA 34108  
TELEPHONE (941) 597-2814  
TELECOPIER (941) 597-1060

VIA HAND DELIVERY

Division of Corporations  
Florida Secretary of State

900004421159--8  
-06/15/01--01001--026  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Filing of Articles for Geo Mapping, Inc & ~~Amend Health Screening, Inc.~~

To Whom It May Concern:


Attached for filing with your office are Articles including a designation of registered agent for the two (2) Florida not-for-profits first named above.

Also attached, please find two (2) checks totaling \$78.75 apiece to cover the fees relating to the filing of the Articles, Agent Designation and a request for a certificate of status for each corporation.

Finally, assuming the Articles are accepted for filing, please date-stamp the attached copy of the first page of each and place in our box for our runner to pick up later.

Please call with any questions.

Sincerely,

  
Tim Franklin

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUN 14 PM 3:01  
NOTED  
TO ACKNOWLEDGE  
OFFICE OF FILING

J. BRYAN JUN 14 2001

**FILED**  
01 JUN 14 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

**“GEO MAPPING, INC.”**

The undersigned, citizens of the United States, desiring to form a Not-for-Profit Corporation pursuant to chapter 617, Florida Statutes , do hereby certify as follows:

- I. **NAME.** The name of the corporation shall be: GEO MAPPING, INC.
- II. **PURPOSE, OBJECTS, POWERS.** The corporation shall be organized exclusively for the purposes of researching, developing, promoting and distributing technologies and products to the agricultural and horticultural industries. The objects or goals of the corporation shall be to develop and implement technology and products to assist farmers and growers in determining the current and desirable chemical composition of soil fields. The corporation shall have the power to research and develop technologies, systems and processes related to its purposes and objects and any other powers reasonably necessary thereto.
- III. **DURATION.** The corporation's existence shall be perpetual.
- IV. **ADDRESS.** The business of the corporation shall be principally conducted at: 11550 County Road 507, Fellsmere, FL 32948; and, all corporation mail/correspondence shall be directed to: P.O. Box 279, Fellsmere, FL 32948.
- V. **REGISTERED AGENT & OFFICE.** The initial Registered Agent of the corporation shall be: Timothy S. Franklin, Esq., whose street address is 225 South Adams Street, Suite 200, Tallahassee, Florida 32302-1833, as according to the “Acceptance of Designation as

Registered Agent" which is attached hereto and made a part hereof by reference, and the registered office of the corporation shall be located at the street address of its agent.

**VI. INCORPORATORS.** The names and address of the Incorporator to these Articles of Incorporation is: Tom Adams, 11550 County Road 507, Fellsmere, FL 32948.

**VII. OFFICERS.** The corporation shall have a President, a Vice President and a Secretary/Treasurer. There shall be such additional vice presidents and assistant officers as the Board of Directors shall, in its discretion, determine. The offices of President and Secretary Treasurer may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Vice President and Secretary Treasurer, as the Executive Committee, shall manage the affairs of the corporation. The duties, qualifications, manner and time of elections and terms of office of all Officers of the corporation shall be as prescribed by Bylaws of the corporation.

Until the first annual meeting of the Board of Directors, the President shall be Mr. Tom Adams, 11550 County Road 507, Fellsmere, FL. 32948, and the Vice President and Secretary-Treasurer shall be Mr. John Thompson, 305 Live Oak Drive, Vero Beach, FL 32963.

**VIII. MEMBERS.** Corporate Members shall be the Officers and Board of Directors of the corporation.

**IX. BOARD OF DIRECTORS.** The corporate powers of the corporation shall be vested in a Board of Directors ("Board"), consisting of not less than three (3) and not more than (7) members, as shall be provided in the Bylaws. Where not inconsistent with the expressed provisions of these Articles, the Board shall have the rights, powers and privileges prescribed by law for directors of not-for-profit corporations.

Within the standards and limitations prescribed herein for the Board and its meetings, the qualifications and terms of office, manner of selection, and the time, place and manner of calling meetings, giving notice of and conducting the meetings, and the number of Directors which shall constitute a quorum at the meetings, shall be prescribed by the Bylaws.

The Board may appoint an individual to serve as Executive Vice President of the corporation, and shall prescribe the manner of appointment, the term of office, duties and compensation, if any, of the Executive Vice President. The Executive Vice President may be removed only by concurrence of a majority of the members of the Board.

The Board, by majority vote at any properly constituted meeting, shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the

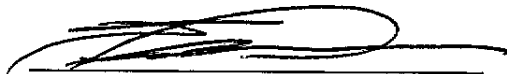
bylaws of the corporation. The Board, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

- X. INDEMNIFICATION.** The corporation shall indemnify and hold harmless any and all persons who shall serve, or who shall have served at any time as Directors, Executive Committee members, or Officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been Directors, Executive Committee members, or Officers, except in relation to matters as to which any such Director, Executive Committee member or Officer or person shall be adjudged in any action, suit or proceeding to be liable for his/her/its own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those hereby indemnified may be entitled under any Bylaws, agreements or otherwise.
- XI. AMENDMENTS.** These Articles of Incorporation may be amended by a concurrence of two-thirds (2/3) of those present at any regular or special meeting of the Board, provided a quorum is present, and ratified by two-thirds (2/3) of the Membership at its next regular meeting, and provided, also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.
- XII. BYLAWS.** Bylaws of the corporation shall be approved, altered, rescinded or amended by concurrence of two-thirds (2/3) of those present at any regular or special meeting of the Board, provided a quorum is present, and ratified by two-thirds (2/3) of the Membership at its next regular meeting, and provided, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.
- XIII. DISSOLUTION.** Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which shall be then qualified for exemption under section 501(c)(3) of the Internal Revenue Code, or to the federal government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any Member, Officer or Director of the corporation.
- XIV. NON-STOCK BASIS.** The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-for-Profit Corporation Act and shall not have the power to issue shares of any type or class.

IN WITNESS WHEREOF, the undersigned subscribers have affixed their signature hereto this the 12th day of February 2001.

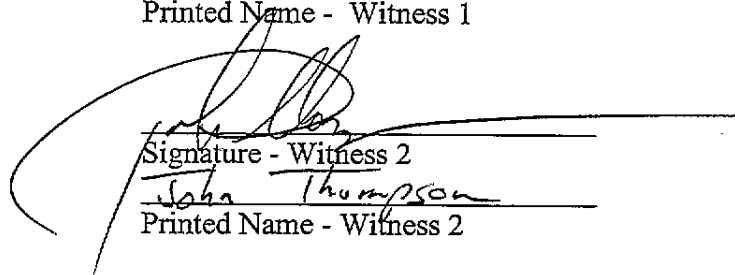
Attest:

  
Tom Adams, Incorporator

  
Signature - Witness 1

Tom FRANKLIN

Printed Name - Witness 1

  
Signature - Witness 2

John Thompson

Printed Name - Witness 2

STATE OF FLORIDA  
COUNTY OF LEON

SUBSCRIBED before me this 12th day of February 2001 by Tom Adams, Incorporator to the foregoing Articles of Incorporation.

☒ Personally known

☐ Produced I.D.

☐ Type of I.D. \_\_\_\_\_

  
NOTARY PUBLIC—STATE OF FLORIDA

Karen M Folden  
Printed Name of Notary Public

My Commission Expires:



Karen M. Folden  
MY COMMISSION # CC783089 EXPIRES  
October 14, 2002  
BONDED THRU TROY FAIN INSURANCE, INC


FILED  
01 JUN 14 PM 3:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

for

**"GEO MAPPING, INC."**

The undersigned, having been designated and named as registered agent to accept service of process for the above-named corporation at a place certain in these Articles of Incorporation, being a resident of the State of Florida and a licensed attorney therein, and being familiar with the duties and obligations of a registered agent, I hereby accept in this capacity and agree to comply with the provisions of sections 617.0503 and 48.091, Florida Statutes, relative to the duties of registered agents and to keeping open the registered office for service of process.



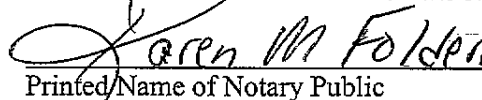
Timothy S. Franklin, Esq. - Registered Agent  
225 South Adams Street, Suite 200  
Tallahassee, Florida 32301

STATE OF FLORIDA  
COUNTY OF LEON

SUBSCRIBED before me this 24th day of February 2001 by Timothy S. Franklin, Registered Agent for the corporation.

☒ Personally known  
☐ Produced I.D.  
☐ Type of I.D. \_\_\_\_\_

My Commission Expires:

  
NOTARY PUBLIC—STATE OF FLORIDA  
Printed Name of Notary Public

Karen M. Folden  
MY COMMISSION # CC783089 EXPIRES  
October 14, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.