

P00000116916

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE  
01-01-2001

FILED  
00 DEC 18 PM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: Advantage Lake & Landscape of Florida, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: James A. Callihan, Jr.  
Name (Printed or typed)

1536 23rd Ave W.  
Address

Palmetto FL 34221  
City, State & Zip

(941) 721-8885  
Daytime Telephone number

100003503861--0  
-12/18/00--01082--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NOTE: Please provide the original and one copy of the articles.

CB 12-26

EFFECTIVE DATE  
01-01-2001

FILED  
00 DEC 18 PM 11:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
(Chapter 607 and/or Chapter 621, F.S. - Profit)

The undersigned hereby executes and acknowledges these *Articles of Incorporation* in order to organize and incorporate a "for profit" business.

**ARTICLE I** NAME

The name of this corporation shall be **Advantage Lake & Landscape of Florida, Inc.**

**ARTICLE II** PRINCIPLE OFFICE (Address)

The address of the principle office of this corporation shall be: 1536 23rd Avenue West, Palmetto, FL 34221, but this may be changed from time to time as decided by the Board of Directors and by notification of the Secretary of State of Florida.

**ARTICLE III** PURPOSE

The purpose of this corporation shall be to engage in the business of lake management, aquascaping, landscape design and installation, and any other business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV** DURATION & EFFECTIVE DATE

The duration of this Corporation shall be perpetual. Corporate existence shall become effective as of **January 1, 2001** by the filing of these *Articles of Corporation* to the Florida Department of State.

**ARTICLE V** REGISTERED AGENT

The street address of the *Registered Agent* shall be: 1536 23rd Avenue West, Palmetto, FL 34221, and the name of this *Registered Agent* at said address shall be **Lisa R. Callihan**. The address and/or the agent may be changed as directed by the Board of Directors and by notification of the Secretary of the State of Florida.

**ARTICLE VI** NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors is one (1) and may be changed from time to time by changes in the By-Laws.

**ARTICLE VII** INCORPORATORS AND DIRECTORS

The names and addresses of both Incorporator and Directors of the initial Board of this Corporation are stated in ARTICLE XVII.

**ARTICLE VIII** INCORPORATION BY REFERENCE

Each of the Powers stated herein shall not be in limitation, but shall be in enumeration of the Power of the Corporation. In addition, the Corporation shall have all other powers as are now or hereafter conferred upon it by law.

**ARTICLE IX** POWERS OF CORPORATION

This Corporation shall have the power to:

1. Have perpetual succession by its corporate name;
2. Sue and be sued, complain and defend in its Corporate name in all actions or proceedings;
3. Have a Corporate Seal, which may be altered, at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or affixed or in any other manner reproduced;
4. Purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
5. Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets;
6. Lend money and use its credit to assist its officers and employees in accordance with law;

7. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employee, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof;
8. Make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;
9. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
10. Conduct its business, carry on its operations and have offices and exercise the powers granted it, within or without this State;
11. Elect or appoint officers and agents of the Corporation, and define their duties, and fix their compensation;
12. Make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation;
13. Make donations for the public welfare or for charitable, scientific or educational purposes;
14. Transact any lawful business that the Board of Directors shall find will be in aid of governmental policy;
15. Pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries;
16. Be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;
17. Have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE X STOCK SHARES

There shall be seven thousand five hundred (7,500) shares of stock authorized. No other shares of stock beyond this total are authorized.

#### ARTICLE XI STOCKHOLDER MEETINGS

The Annual Meeting of the stockholders shall be held at the principle office of the corporation on the second Tuesday in March at 7:00 p.m. or at such other date, time and place as may be properly designated. Other meetings of the stockholders may be called by the Board of Directors upon thirty days' notice to the stockholders delivered in writing to their last address of record.

#### ARTICLE XII VOTING

Each share of stock shall entitle the holder of said stock "One Vote". Voting shall not be cumulative. Voting in "abstentia" shall not be recognized, but rather Stockholders who are actually present and having their signatures recorded as such, which shall become part of the Corporate Minutes. Voting procedures may change from time to time as decided by the Board of Directors and as is legally proper by the laws of this State.

#### ARTICLE XIII ELECTION OF DIRECTORS

Each Board of Directors after the "founding" Board, shall be elected at the annual meeting of the stockholders and shall serve until the new Board has been elected and is qualified to serve. The Founding Board of Directors shall serve until the next Board has been elected and is qualified to serve. The Corporation reserves the right to draft a list of minimum qualifications for Board members, as well as a list of disqualifications in accordance with local, State and Federal laws. In the event of a vacancy occurring on the Board, a stockholder' meeting shall be called for the purpose of electing a Director to fill the vacancy.

ARTICLE XIV OFFICERS

The Directors shall elect the following officers of the Corporation who shall serve until their successors are elected and qualified to serve:

The President, who shall have all the usual powers of the President of a corporation;

The Treasurer, who shall keep the financial records of the Corporation and perform other duties typical of the Treasurer of a corporation;

The Secretary, who shall keep the Minutes of all meetings of the stockholders and Directors, and perform all the usual duties of the Secretary of a corporation.

The Directors may elect one or more Vice-Presidents who shall, in the absence of the President, perform all the duties of the President. The Directors may elect one person to more than one of the above offices, as allowable by the laws of the State.

ARTICLE XV BY-LAWS

The Directors may adopt Corporate By-Laws not inconsistent with these Articles of Incorporation.

ARTICLE XVI MEETING RULES

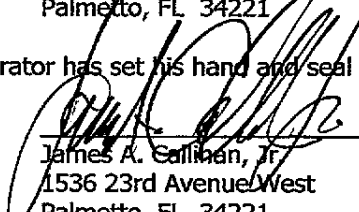
A majority of those qualified to vote at any meeting along with all Board of Directors shall constitute a quorum for that meeting. A majority of those voting at any meeting shall be deemed to be waived by anyone present at such meeting and waiver of notice, in writing or otherwise, by two-thirds of those eligible to vote shall represent waiver of the requirement of notice of the meeting for all parties.

ARTICLE XVII INCORPORATOR AND FOUNDING BOARD OF DIRECTORS


Incorporator: James A. Callihan, Jr. 1536 23rd Avenue West  
Palmetto, FL 34221

Director(s): James A. Callihan, Jr. 1536 23rd Avenue West  
Palmetto, FL 34221

IN WITNESS THEREOF, the Incorporator has set his hand and seal to the foregoing Articles of Incorporation.

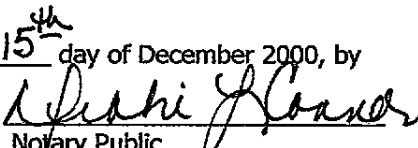
  
James A. Callihan, Jr.  
1536 23rd Avenue West  
Palmetto, FL 34221

LISA R. CALLIHAN, of 1536 23rd Avenue West, Palmetto, FL 34221 hereby agrees to serve as Registered Agent for this Corporation.

  
Lisa R. Callihan

STATE OF FLORIDA, COUNTY OF MANATEE

The foregoing instrument was acknowledged before me on this 15<sup>th</sup> day of December 2000, by James A. Callihan, Jr. and Lisa R. Callihan.

  
Notary Public

SEAL:

My Commission Expires:

