

CORPORATE  
ACCESS,  
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Quality Cut's, Inc.  
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

W01-6491  
10-22-01

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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 22, 2001

CORPORATE ACCESS, INC.  
236 E. 6TH AVE.  
TALLAHASSEE, FL 32303

SUBJECT: QUALITY CUT'S, INC.  
Ref. Number: W01000006491

*Corrected*  
*3/26/01*  
*(Signature)*

We have received your document for QUALITY CUT'S, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Corporation has (2) people listed as registered agent, we can only file with one.,

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan  
Document Specialist

Letter Number: 001A00017451

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# ARTICLES OF INCORPORATION

OF

## QUALITY CUT'S LAWN SERVICE, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### ARTICLE 1 - NAME

The name of the Corporation is QUALITY CUT'S LAWN SERVICE, INC. / (hereinafter, "Corporation").

### ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 314 RAVENSWOOD DRIVE, ST. AUGUSTINE, FLORIDA 32084.

### ARTICLE 4- INCORPORATOR

The name and street address of the incorporator of this Corporation is:

MINI HALL a/k/a IRMARY HALL  
5170 AVE. B. STREET  
ST. AUGUSTINE, FLORIDA 32095

SHANA HALL  
314 RAVENSWOOD DRIVE  
ST. AUGUSTINE, FLORIDA 32084

### ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

<u>President:</u>	<u>MINI HALL, a/k/a IRMARY HALL &amp; SHANA HALL</u>
<u>Vice-President:</u>	<u>MINI HALL &amp; SHANA HALL</u>
<u>Secretary:</u>	<u>MINI HALL &amp; SHANA HALL</u>
<u>Treasurer:</u>	<u>MINI HALL &amp; SHANA HALL</u>

whose addresses shall be the same as the principal office of the Corporation.

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TALLAHASSEE FLORIDA

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

MINI HALL a/k/a IRMARY HALL  
SHANA HALL

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is 100 TEN THOUSAND (110,000.00) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1988, as amended.

ARTICLE 9 - TREM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 10 - BYLAWS

The Board of Directors of the Corporation shall have power, without the assent or vote of the members of the profit organization, to make alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of the Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 11- INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as

#### ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is QUALITY CUT'S, Inc. located at 314 RAVENSWOOD DRIVE, ST. AUGUSTINE, Florida 32084. The name and address of the registered agent of this Corporation is

MINI HALL a/k/a IRMARY HALL, 5170 AVE. B. STREET, ST. AUGUSTINE, FLORIDA 32095.

#### ARTICLE 14- BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### ARTICLE 15 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as

well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer" "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

#### ARTICLE 16 - COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

#### ARTICLE 17 - EFFECTIVE DATE

These Articles of Incorporation shall be effective **March 18, 2001.**

#### ARTICLE 18 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal,  
acknowledged and filed the foregoing Articles of Incorporation under the  
laws of the State of Florida, this 18 day of March, 2001.

Timary Hall  
MINI HALL a/k/a TIMARY HALL, INCORPORATOR  
Shana Hall  
SHANA HALL, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Mini Hall having a business office identical with the registered  
office of the Corporation name above, and having been designated as the  
Registered Agent in the above and foregoing Articles of Incorporation,  
is familiar with and accepts the obligations of the position of  
Registered Agent under the applicable provisions of the Florida  
Statutes.

QUALITY CUT'S, LAWN SERVICE, INC.

Timary Hall  
MINI HALL, a/k/a TIMARY HALL, PRESIDENTS

Shana Hall

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