

P010000065646



ACCOUNT NO. : 072100000032

REFERENCE : 207736 123700A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

FILED  
2001 JUL -2 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : July 2, 2001

ORDER TIME : 3:30 PM

ORDER NO. : 207736-005

CUSTOMER NO: 123700A

CUSTOMER: Charles M. Sanders, Jr., Esq  
Charles M. Sanders, Jr.  
Attorney At Law  
1485 50th Court

Vero Beach, FL 32966

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUL -2 PM 3:51  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: SPECIALTY SOD GROWERS  
ASSOCIATION, INC.

800004457088--7

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

*JS*  
*7/3/01*

**Articles of Incorporation  
of  
Specialty Sod Growers Association, Inc.**

**FILED**

2001 JUL -2 PM 4: 05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

***Article I—Name***

The name of the corporation shall be Specialty Sod Growers Association, Inc.

***Article II—Purposes***

The corporation is formed for the following purposes:

To provide or procure for its members, who shall be the holders of its common stock, and other persons, any and all goods or services related to producing and marketing agricultural products, specifically turfgrass products, or any products derived therefrom; and to perform or make available any other services needed to operate the agricultural business; and to exercise all such powers in any capacity on a cooperative basis.

To improve conditions in the turfgrass industry for the mutual benefit of its members as producers by promoting, fostering, and encouraging the intelligent and orderly marketing of turfgrass products through cooperation; eliminating waste and speculation; stabilizing the marketing of turfgrass products; encouraging efficiency and economy in marketing; and fostering the ability of the members of the corporation to obtain fair prices for their products.

***Article III—Powers; Limitations***

Section 1. *Powers.* This corporation shall have the following powers:

- (a) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to members and other persons.
- (b) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II hereof.
- (c) To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation, or incidental thereto.
- (d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, equity certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this corporation is formed and to give a lien on any of its property as security therefor.
- (e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the corporation.
- (f) To cooperate with other similar corporations and cooperative associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this corporation is formed, and to become a member or stockholder of such agencies as now are or hereafter may be in existence.

- (g) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this corporation all of which are hereby expressly claimed.
- (h) To make and enforce marketing agreements and other contracts with its members and other persons, providing therein remedies for the breach or threatened breach thereof including, without limitation on the generality of the foregoing, liquidated damages and equitable relief by injunction or otherwise, and may also provide therein that this corporation shall further be entitled to payment of all costs of litigation in connection with the exercise of any or all of the remedies available to the corporation.

Section 2. *Limitations.* This corporation shall not market the products of nonmembers in an amount the value of which exceeds the value of the products marketed for members. It shall not purchase supplies and equipment for nonmembers in an amount the value of which exceeds the value of the supplies and equipment purchased for members. Business done for the United States or any of its agencies shall be disregarded in determining the limitations imposed by this section.

#### *Article IV—Place of Business*

The corporation shall have its principal place of business at 46470 Farabee Road in the City of Punta Gorda, County of Charlotte, State of Florida.

#### *Article V—Period of Duration*

The term for which this corporation shall exist is perpetual, commencing on the date of this filing of these Articles with the Department of State.

#### *Article VI—Directors*

The affairs of this Corporation shall be managed by a Board of not less than three (3) directors who shall be elected by the members in the way and manner and with the qualifications and terms of office set forth and provided for in the bylaws.

#### *Article VII—Capital Stock*

Section 1. *Authorized Amounts; Classes.* The capital stock of the corporation shall consist of one thousand (1,000) shares of common stock of the par value of ten dollars (\$10.00) per share, and five thousand (5,000) shares of preferred stock of the par value of one hundred dollars (\$100.00) per share.

Section 2. *Common Stock.* The common stock of this corporation may be purchased, owned, or held only by producers (1) who patronize the corporation in accordance with uniform terms and conditions prescribed by it, and (2) who have been approved by the board of directors. "Producer" shall mean and include persons (natural, corporate or other business entity) engaged in the production of turfgrass, or other agricultural products if permitted by the bylaws of the corporation, and cooperative associations (corporate or otherwise) of such producers.

Each member shall hold only one share of common stock and each eligible holder of common stock shall be entitled to only one vote in any meeting of the stockholders upon each matter submitted to a vote at a meeting of the stockholders. In the event the board of directors of the corporation shall find, following a hearing, that (a) any of the common stock of this corporation has come into the hands of any person who is not eligible for membership, or that (b) the holder thereof has ceased to be an eligible member, or that (c) such holder has not, for a period of two (2) years, marketed through the corporation the products covered by a marketing contract or contracts with it, or has not otherwise patronized the corporation, or that such holder (d) has violated or failed to comply with any of the by-laws of the corporation or has committed any act which tends to interfere with the accomplishment of the objects sought to be accomplished by the corporation, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the corporation other than the right to participate in accordance with law in case of dissolution. The corporation shall have the right, at its option, (a) to purchase such stock at its book or par value, whichever is less, as determined by the board of directors of the corporation; (b) to require the transfer to any such stock at such book or par value to any person eligible to hold it; or (c) to require such holder of any such stock to convert it into shares of preferred stock of equal value.

In exercising its right to purchase or to require the transfer or conversion of common stock into preferred stock if such holder fails to deliver the certificate evidencing the stock, the corporation may cancel such certificate on its books and issue a new certificate of common or preferred stock, as the case may be, to the party entitled thereto.

The common stock of this corporation may be transferred only with the consent of the board of directors of the corporation and on the books of the corporation, and then only to persons eligible to hold it. No purported assignment or transfer of common stock shall pass to any person not eligible to hold it, the rights or privileges on account of such stock, or a vote or voice in the management of the affairs of the corporation. This corporation shall have a lien on all of its issued common stock for all indebtedness of the holders thereof to the corporation. No dividends shall be paid on the common stock.

Section 3. *Preferred Stock.* The preferred stock of this corporation may be issued to any person, corporation, co-partnership, corporation or other organization, in series. It shall carry no voting rights.

Noncumulative dividends of not to exceed eight percent (8%) per annum may be paid on preferred stock, when, if, and as declared by the board of directors.

Preferred stock may be transferred only on the books of the corporation; and may be redeemed in whole or in part on a pro rata basis at par plus any dividends declared thereon and unpaid, at any time on thirty (30) days' notice by the corporation, provided said stock is redeemed in the same order as originally issued by years. On the failure to deliver the certificate or certificates evidencing any such stock, the corporation may cancel the stock on its books. Stock which has been redeemed may, in the discretion of the board of directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividend declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption.

This corporation shall have a lien on all of its issued preferred stock for all indebtedness of the holders thereof to the corporation.

At the discretion of the board of directors, all dividends or distributions of the corporation or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

Notwithstanding any of the foregoing provisions, the board of directors shall have the power, from time to time and at any time, to pay off or retire or secure a release or satisfaction of any preferred stock certificates to compromise or settle a dispute between a holder thereof and the corporation, to settle an estate of

a deceased or bankrupt stockholder, or to close out a stockholder's interest when he has moved from the territory.

Upon dissolution or distribution of the assets of the corporation, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividend declared thereon and unpaid before any distribution is made on the common stock.

*Article VIII—Incorporator*

The name and address of the Incorporator signing these articles is Charles M. Sanders, Jr., 1485 50th Court, Vero Beach, Florida 32966.

In witness whereof, the undersigned executed these Articles of Incorporation this 28<sup>th</sup> day of June, 2001.

Charles M. Sanders, Jr. (seal)  
Charles M. Sanders, Jr.

State of Florida

County of Indian River

The foregoing instrument was acknowledged before me this 28 day of June, 2001, by Charles M. Sanders, Jr., who is personally known to me. He did not take an oath.

Witness my hand and official seal the day and year above set forth.

Christine P. Wallace  
Notary Public



CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED


2001 JUL -2 PM 4:05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

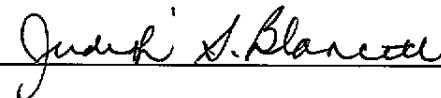
FIRST that SPECIALTY SOD GROWERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

Dated: June 28, 2001

  
Charles M. Sanders, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 7/2/01

By 

P010000065646



ACCOUNT NO. : 072100000032

REFERENCE : 207736 123700A

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 78.75

FILED  
2001 JUL -2 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : July 2, 2001

ORDER TIME : 3:30 PM

ORDER NO. : 207736-005

CUSTOMER NO: 123700A

CUSTOMER: Charles M. Sanders, Jr., Esq  
Charles M. Sanders, Jr.  
Attorney At Law  
1485 50th Court

Vero Beach, FL 32966

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 JUL -2 PM 3:51  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: SPECIALTY SOD GROWERS  
ASSOCIATION, INC.

800004457088--7

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133  
EXAMINER'S INITIALS:

*JR*  
7/3/01

**Articles of Incorporation  
of  
Specialty Sod Growers Association, Inc.**

**FILED**

2001 JUL -2 PM 4: 05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida General Corporation Act.

***Article I—Name***

The name of the corporation shall be Specialty Sod Growers Association, Inc.

***Article II—Purposes***

The corporation is formed for the following purposes:

To provide or procure for its members, who shall be the holders of its common stock, and other persons, any and all goods or services related to producing and marketing agricultural products, specifically turfgrass products, or any products derived therefrom; and to perform or make available any other services needed to operate the agricultural business; and to exercise all such powers in any capacity on a cooperative basis.

To improve conditions in the turfgrass industry for the mutual benefit of its members as producers by promoting, fostering, and encouraging the intelligent and orderly marketing of turfgrass products through cooperation; eliminating waste and speculation; stabilizing the marketing of turfgrass products; encouraging efficiency and economy in marketing; and fostering the ability of the members of the corporation to obtain fair prices for their products.

***Article III—Powers; Limitations***

Section 1. *Powers.* This corporation shall have the following powers:

- (a) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to members and other persons.
- (b) To act as the agent or representative of any patron or patrons in any of the activities mentioned in Article II hereof.
- (c) To buy, lease, hold, and exercise all privileges of ownership, over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation, or incidental thereto.
- (d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, equity certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this corporation is formed and to give a lien on any of its property as security therefor.
- (e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the corporation.
- (f) To cooperate with other similar corporations and cooperative associations in creating central, regional, or national cooperative agencies, for any of the purposes for which this corporation is formed, and to become a member or stockholder of such agencies as now are or hereafter may be in existence.



- (g) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purposes for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this corporation all of which are hereby expressly claimed.
- (h) To make and enforce marketing agreements and other contracts with its members and other persons, providing therein remedies for the breach or threatened breach thereof including, without limitation on the generality of the foregoing, liquidated damages and equitable relief by injunction or otherwise, and may also provide therein that this corporation shall further be entitled to payment of all costs of litigation in connection with the exercise of any or all of the remedies available to the corporation.

Section 2. *Limitations.* This corporation shall not market the products of nonmembers in an amount the value of which exceeds the value of the products marketed for members. It shall not purchase supplies and equipment for nonmembers in an amount the value of which exceeds the value of the supplies and equipment purchased for members. Business done for the United States or any of its agencies shall be disregarded in determining the limitations imposed by this section.

#### *Article IV—Place of Business*

The corporation shall have its principal place of business at 46470 Farabee Road in the City of Punta Gorda, County of Charlotte, State of Florida.

#### *Article V—Period of Duration*

The term for which this corporation shall exist is perpetual, commencing on the date of this filing of these Articles with the Department of State.

#### *Article VI—Directors*

The affairs of this Corporation shall be managed by a Board of not less than three (3) directors who shall be elected by the members in the way and manner and with the qualifications and terms of office set forth and provided for in the bylaws.

#### *Article VII—Capital Stock*

Section 1. *Authorized Amounts; Classes.* The capital stock of the corporation shall consist of one thousand (1,000) shares of common stock of the par value of ten dollars (\$10.00) per share, and five thousand (5,000) shares of preferred stock of the par value of one hundred dollars (\$100.00) per share.

Section 2. *Common Stock.* The common stock of this corporation may be purchased, owned, or held only by producers (1) who patronize the corporation in accordance with uniform terms and conditions prescribed by it, and (2) who have been approved by the board of directors. "Producer" shall mean and include persons (natural, corporate or other business entity) engaged in the production of turfgrass, or other agricultural products if permitted by the bylaws of the corporation, and cooperative associations (corporate or otherwise) of such producers.

Each member shall hold only one share of common stock and each eligible holder of common stock shall be entitled to only one vote in any meeting of the stockholders upon each matter submitted to a vote at a meeting of the stockholders. In the event the board of directors of the corporation shall find, following a hearing, that (a) any of the common stock of this corporation has come into the hands of any person who is not eligible for membership, or that (b) the holder thereof has ceased to be an eligible member, or that (c) such holder has not, for a period of two (2) years, marketed through the corporation the products covered by a marketing contract or contracts with it, or has not otherwise patronized the corporation, or that such holder (d) has violated or failed to comply with any of the by-laws of the corporation or has committed any act which tends to interfere with the accomplishment of the objects sought to be accomplished by the corporation, such holder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the corporation other than the right to participate in accordance with law in case of dissolution. The corporation shall have the right, at its option, (a) to purchase such stock at its book or par value, whichever is less, as determined by the board of directors of the corporation; (b) to require the transfer to any such stock at such book or par value to any person eligible to hold it; or (c) to require such holder of any such stock to convert it into shares of preferred stock of equal value.

In exercising its right to purchase or to require the transfer or conversion of common stock into preferred stock if such holder fails to deliver the certificate evidencing the stock, the corporation may cancel such certificate on its books and issue a new certificate of common or preferred stock, as the case may be, to the party entitled thereto.

The common stock of this corporation may be transferred only with the consent of the board of directors of the corporation and on the books of the corporation, and then only to persons eligible to hold it. No purported assignment or transfer of common stock shall pass to any person not eligible to hold it, the rights or privileges on account of such stock, or a vote or voice in the management of the affairs of the corporation. This corporation shall have a lien on all of its issued common stock for all indebtedness of the holders thereof to the corporation. No dividends shall be paid on the common stock.

Section 3. *Preferred Stock.* The preferred stock of this corporation may be issued to any person, corporation, co-partnership, corporation or other organization, in series. It shall carry no voting rights.

Noncumulative dividends of not to exceed eight percent (8%) per annum may be paid on preferred stock, when, if, and as declared by the board of directors.

Preferred stock may be transferred only on the books of the corporation; and may be redeemed in whole or in part on a pro rata basis at par plus any dividends declared thereon and unpaid, at any time on thirty (30) days' notice by the corporation, provided said stock is redeemed in the same order as originally issued by years. On the failure to deliver the certificate or certificates evidencing any such stock, the corporation may cancel the stock on its books. Stock which has been redeemed may, in the discretion of the board of directors, be reissued or retired. All such preferred stock so redeemed shall be paid for in cash at the par value thereof, plus any dividend declared thereon and unpaid; and such stock shall not bear dividends after it has been called for redemption.

This corporation shall have a lien on all of its issued preferred stock for all indebtedness of the holders thereof to the corporation.

At the discretion of the board of directors, all dividends or distributions of the corporation or any part thereof may be paid in certificates of preferred stock or credits on preferred stock or ad interim certificates representing fractional parts thereof, subject to conversion into full shares.

Notwithstanding any of the foregoing provisions, the board of directors shall have the power, from time to time and at any time, to pay off or retire or secure a release or satisfaction of any preferred stock certificates to compromise or settle a dispute between a holder thereof and the corporation, to settle an estate of

a deceased or bankrupt stockholder, or to close out a stockholder's interest when he has moved from the territory.

Upon dissolution or distribution of the assets of the corporation, the holders of all preferred stock shall be entitled to receive the par value of their stock, plus any dividend declared thereon and unpaid before any distribution is made on the common stock.

*Article VIII—Incorporator*

The name and address of the Incorporator signing these articles is Charles M. Sanders, Jr., 1485 50th Court, Vero Beach, Florida 32966.

In witness whereof, the undersigned executed these Articles of Incorporation this 28<sup>th</sup> day of June, 2001.

Charles M. Sanders, Jr. (seal)  
Charles M. Sanders, Jr.

State of Florida

County of Indian River

The foregoing instrument was acknowledged before me this 28 day of June, 2001, by Charles M. Sanders, Jr., who is personally known to me. He did not take an oath.

Witness my hand and official seal the day and year above set forth.

Christine P. Wallace  
Notary Public



CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED

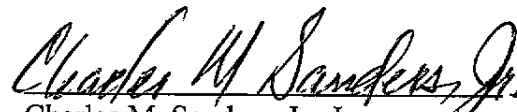
2001 JUL -2 PM 4:05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST that SPECIALTY SOD GROWERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within Florida.

Dated: June 28, 2001

  
Charles M. Sanders, Jr., Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 7/2/01

By 