

P01000115449

J & M Grounds Maintenance, Inc.
2185 Oklahoma Street
Oviedo, FL 32765

FILED
01 DEC -3 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 15, 2001

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

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-12/03/01--01049--011
*****78.75 *****78.75

Subject: J & M Grounds Maintenance, Inc.

Dear Sir/Madame,

Enclosed please find two original copies of Articles of Incorporation for J & M Grounds Maintenance, Inc. and a check for \$78.75. If you have any questions please contact my accountant at (407) 228-4488.

Sincerely,


Jim Dyce

D. BROWN DEC - 6 2001 ✓

ARTICLES OF INCORPORATION
of
J & M GROUNDS MAINTENANCE, INC.

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TALLAHASSEE, FLORIDA

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is J & M Grounds Maintenance, Inc.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

2185 Oklahoma Street
Oviedo, FL 32765

The physical location of the corporation's initial principal office is:

2185 Oklahoma Street
Oviedo, FL 32765

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 10,000 shares of \$.10 par value stock.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Melissa Williams
2185 Oklahoma Street
Oviedo, Fl 32765

**ARTICLE V
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE VI
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Melissa Williams
2185 Oklahoma Street
Oviedo, Fl 32765

Francine Lavoie
2185 Oklahoma Street
Oviedo, Fl 32765

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VII
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty

owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Corporate Seal. The corporation shall have no corporate seal.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

A handwritten signature in cursive script, appearing to read "Melissa Williams", is written over a horizontal line.

Melissa Williams, Incorporator
2185 Oklahoma Street
Oviedo, FL 32765

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

- 1) The name of the corporation is J & M GROUNDS Maintenance, Inc.
- 2) The name and addresses of the registered agent and office is:

Melissa Williams
2185 Oklahoma Street
Oviedo, FL 32765

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

Melissa Williams:



Date:

11.20.01