

P02000003760

Deponent's Name	
AI Cloud	
14519 Railroad Street	
Live Oak, FL 32060	
City/State/Zip	Phone #

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-01/08/02--01038--003  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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02 JAN -8 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |                                   |   |  |
|-----------------------------------|---|--|
| <input type="checkbox"/> Walk in  | <input type="checkbox"/> Pick up time _____ | <input type="checkbox"/> Certified Copy        |
| <input type="checkbox"/> Mail out | <input type="checkbox"/> Will wait          | <input type="checkbox"/> Photocopy             |
|                                   |   | <input type="checkbox"/> Certificate of Status |

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

1/11

Examiner's Initials

gj

**ARTICLES OF INCORPORATION**  
**of**  
**SUWANNEE LAWN & GARDEN, INC.**

The undersigned person, acting as incorporator of a corporation organized under the laws of the State of Florida, in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation shall be:

Suwannee Lawn & Garden, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and mailing address is:

14519 Railroad Street  
Live Oak, FL 32060

**ARTICLE III**  
**PURPOSE**

The purpose of the corporation is to engage in the business of selling landscaping supplies, equipment and services.

**ARTICLE IV**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 10,000 shares of no par value stock.

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TALLAHASSEE, FLORIDA

*Articles of Incorporation for Suwannee Lawn & Garden, Inc.*

**ARTICLE V  
DIRECTORS**

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

Al Cloud  
14519 Railroad Street  
Live Oak, FL 32060

Samuel Cloud  
7968 86th Street  
Live Oak, FL 32060

Daniel Cloud  
14525 Railroad Street  
Live Oak, FL 32060

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 VI  
REGISTERED OFFICE AND AGENT**

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

Al Cloud  
14519 Railroad Street  
Live Oak, FL 32060

**ARTICLE VII  
INCORPORATOR**

The name and address of the Incorporator is:

Al Cloud  
14519 Railroad Street  
Live Oak, FL 32060

*Articles of Incorporation for Suwannee Lawn & Garden, Inc.*

**ARTICLE VIII  
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 IX  
DURATION**

The duration of the corporation shall be perpetual.

**ARTICLE X  
OTHER PROVISIONS**

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*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.

*Articles of Incorporation for Suwannee Lawn & Garden, Inc.*

**Stock Transfer Restriction.** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal.** The corporation shall have no corporate seal.

**Execution of Written Instruments.** All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

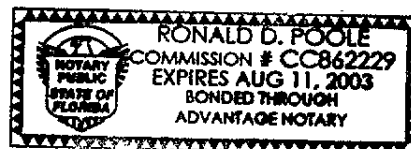
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

<u>Alvin R. Cloud</u>	<u>1-2-02</u>
Signature/Registered Agent	Date
<u>Alvin R. Cloud</u>	<u>1-2-02</u>
Signature/Incorporator	Date

State of Florida, County of Suwannee, ss:

Subscribed and sworn to (or affirmed) before me  
this 02 day of JANUARY, 2002.

Ronald D. Poole  
Notary Public



FILED  
02 JAN - 8 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA