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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

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-04/17/02--01086--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Country Care Roses, Inc.

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

\$78.75 for Filing Fee & Certified Copy

From: Country Care Roses, Inc.  
14070 109<sup>th</sup> St  
Fellsmere, FL 32948

**EFFECTIVE DATE**  
4-15-02

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 APR 17 AM 3:16

**ARTICLES OF INCORPORATION  
OF  
Country Care Roses, Inc.**

The undersigned, in order to form a corporation for the purposes hereafter stated, by and under the provisions of the laws of the State of Florida, does hereby subscribe to these Articles of Incorporation.

**ARTICLE 1 – NAME**

The name of this corporation is:

Country Care Roses, Inc.

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The address of the principal office of this corporation shall be 14070 109<sup>th</sup> Street, Ft 32948 and the mailing address shall be the same.

**ARTICLE 11- DURATION**

This corporation shall have perpetual existence. The corporate existence commences on April 15, 2001.

**ARTICLE 111- PURPOSE**

This corporation is organized for the following purposes.

- A. Of transacting any or all business permitted under the laws of the United States of America and the laws of the State of Florida.
- B. To purchase, sell, lease, operate, own, hold, transfer, convey, mortgage, or otherwise encumber, trade, exchange, and generally deal in real estate and personal property of every kind, nature and description wheresoever located, both tangible and intangible and including choices in either as owner, broker agent, or factor.
- C. In the purchase or acquisition of property, business rights or franchise, or for the additional working capital, or any other objective in or about its business affairs and without limit as to amount: to incur debts and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of bonds, evidence of indebtedness, whether secured by mortgage, pledge, deed of trust or otherwise. The corporation may issue its stock for any lawful purposes, including the acquisition of any other entity.
- D. To engage in any or all lawful activity and to institute, participate in and promote commercial mercantile, financial and industrial enterprises and operations and for the purpose of transacting any or all lawful business.

#### **Article IV – CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1 (par value Stock) which shall be designated "Common Shares".

#### **ARTICLE V – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI – INITIAL REGISTERED AGENT**

The street address of the initial registered agent of this corporation is: 14070 109<sup>th</sup> Street Fellsmere, Fl 32948.

The name of the initial registered agent of this corporation at this address is:  
Rhonda Spilman.

#### **ARTICLE VII – INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) director initially. The number of directors may be either increased or diminished from time to time by the by-laws. The name and address of initial director of this corporation until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

<b>NAME</b>	<b>ADDRESS</b>
Rhonda Spilman	14070 109 <sup>th</sup> St, Fellsmere Fl 32948
William Spilman	14070 109 <sup>th</sup> St, Fellsmere Fl 32948

#### **ARTICLE VIII- INCORPORATOR**

The name and address of the person signing these Articles is:

<b>NAME</b>	<b>ADDRESS</b>
Rhonda Spilman	14070 109 <sup>th</sup> St, Fellsmere Fl 32948

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## **ARTICLE IX – BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of directors and the Shareholders.

## **ARTICLE X- CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLE XI – INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

## **ARTICLE XII- AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation for the uses and purposes herein stated this April 10, 2002.

Rhonda Spilman

Subscriber

STATE OF FLORIDA  
COUNTY OF (Indian River)

**BEFORE ME**, an officer authorized to take acknowledgment in the State and County set forth above, did personally appeared Rhonda Spilman and well known to me to be the person described in and executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same freely and voluntarily for the used and purposes express therein. **IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10 day of April, 2002.

Notary Public Linda D. Stursberg

My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act: Country Care Roses, Inc. desiring to organize under the laws of the State of Florida has named Rhonda Spilman, 14070 109<sup>th</sup> St, Fellsmere, Fl, its agent to accept service of process within the state.

**ACKNOWLEDGMENT: (Must be signed by Designated Agent)**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Rhonda Spilman

Resident Agent

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SECRETARY OF STATE  
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