

**P02000074968**  
*Thomas Pascuzzo*

5520 Godfrey Rd.  
Coral Springs, FL 33067  
Telephone: (561)445-8854

June 10, 2002

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

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-07/08/02--01043--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: INCORPORATION OF ULTIMATE LANDSCAPE and NURSERY, INC.

To Whom It May Concern:

Enclosed are an original and two (2) copies of the articles of incorporation of **ULTIMATE LANDSCAPE and NURSERY, INC.** and a check in the sum of \$87.50 for the filing fee, a Certified Copy and a Certificate of Status.

**FILED**

02 JUL 10 PM 2:44

**FROM:**

**THOMAS PASCUZZO**  
5520 GODFREY RD  
CORAL SPRINGS, FL 33067

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Daytime telephone: (561)445-8854

ARTICLES OF INCORPORATION  
-OF-

**ULTIMATE LANDSCAPE and NURSERY, INC**

**FILED**

02 JUL 10 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the State of Florida Professional Corporation Act, pursuant to Chapter 607 and 621 Florida Statutes (F.S.) does hereby adopt the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is **ULTIMATE LANDSCAPE and NURSERY, INC**

**ARTICLE II. PRINCIPAL OFFICE**

The street address of the initial registered office of the corporation shall be 5520 Godfrey Rd. Coral Springs, FL 33067 and the name of the initial Registered Agent for the corporation at that address is Thomas Pascuzzo

**ARTICLE III. NATURE OF BUSINESS**

The specific purposes for which this corporation is organized are:

- A. The design, propagation, sale, installation and maintenance of normal landscape and nursery products.
- B. To transact any other lawful business for which corporations may be incorporated under the Florida Professional Corporation Act.
- C. To do such other things as are incidental to the foregoing, necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.

**ARTICLE V. TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE VI. CUMULATIVE VOTING**

In all elections for directors, every shareholder shall have the right to vote, in person shall have the right to vote, in person or by proxy, for the number of shares owned by him/her, for as many persons as there are directors to be elected, or to cumulate said votes, and give one candidate as many votes as the number of directors multiplied by the number of his/her shares equal, or distribute them on the same principal among as many candidates as he/she shall see fit.

#### **ARTICLE VII. LIMITATON OF LIABILITY**

Each director, stockholder, and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as matter of law.

#### **ARTICLE VIII. PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall be entitled to full preemptive rights to purchase his/her prorata share of any future issue of the unissued shares or any securities of the corporation, convertible into or carrying a right to or subscribe to or acquire share of any unissued shares.

#### **ARTICLE IX. CHANGE OF CORPORATION FORM**

The affirmative vote of a majority of the shares of the corporation shall be required to amend these Articles of Incorporation, or to merge or consolidate the corporation with or into any other corporation, or sell, lease, or convey all or substantially all of the assets of the corporation, or to voluntarily dissolve, liquidate or wind up its affairs.

#### **ARTICLE X. INITIAL OFFICERS AND DIRECTORS**

This corporation shall have a minimum of one director. The initial board of directors shall consist of:

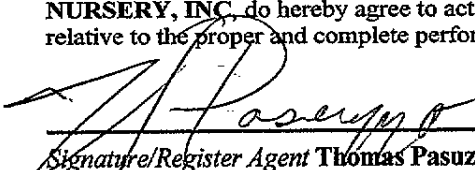
**Thomas Pascuzzo**

#### **ARTICLE XI. INCORPORATOR**

The name and address of the incorporator is:

**Thomas Pascuzzo  
5520 Godfrey Rd.  
Coral Springs, FL 33067**

I, Thomas Pascuzzo, having been appointed registered agent of **ULTIMATE LANDSCAPE and NURSERY, INC.**, do hereby agree to act in this capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Signature/Register Agent Thomas Pasuzzo

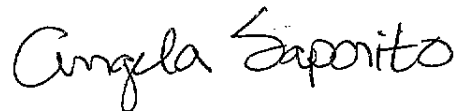
6/26/12  
Dated

IN WITNESS WHEREOF, the undersigned EXECUTED this document at Pompano Beach on this 26<sup>th</sup> day of June, 2002

Incorporator: **Thomas Pascuzzo**  
**STATE OF FLORIDA**  
**COUNTY OF BROWARD**

  
signature

The foregoing instrument was executed and acknowledged before me this 26<sup>th</sup> day of June, 2002, by Thomas Pascuzzo.





**FILED**

02 JUL 10 PM 2:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA