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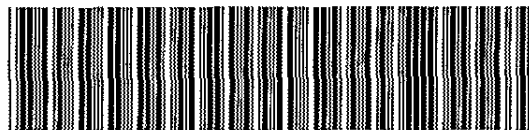
(Business Entity Name)

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03-11-03

W. J. VAUGHN
ATTORNEY-AT-LAW
MELBOURNE, FLORIDA 32901

W.G. VAUGHN (1890-1951)

W.J. VAUGHN
ELISE G. VAUGHN

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March 4, 2003

Division of Corporations
P.O. Box 6327
Tallahassee, Fl. 32314

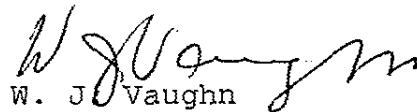
Re: Tropi Fauna Gardens, Inc.

We are enclosing the following for the above referenced new filing:

[1] Articles of Incorporation for Tropi Fauna Gardens, Inc.

[2] Filing fee of \$78.75 and certified copy.

Sincerely Yours,


W. J. Vaughn

FILED

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ARTICLES OF INCORPORATION
OF
TROPI FAUNA GARDENS, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the corporation shall be Tropi fauna Gardens, Inc.

ARTICLE II

DURATION

The corporation shall have perpetual existence commencing upon the date these Articles are filed with the Secretary of State.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized are: to directly or through ownership of shares in any corporation, to transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

To such extent as a corporation organized under the Florida Business Corporation Act of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals do and perform, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the

accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a Corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act of this state or under any amendment thereof, supplement thereto, or substitute therefor.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is Fifty (50), all of which shall be common shares with par value of \$1.00.

ARTICLE V

It is the intention of the incorporators that the stock of this Corporation shall qualify as a Small Business Company Stock under Section 1244 of the Internal Revenue Code, and as a Subchapter "S" Corporation.

ARTICLE VI

VOTING RIGHTS

Except as otherwise provided by law the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

[A] The street address of the initial principal office of the corporation is 22610 SW 199th Avenue, Miami, Florida 33170.

[B] The name of the initial registered agent is W. J. Vaughn, Esquire whose address is 2007 S. Melbourne Court, Melbourne, Fl. 32901.

ARTICLE VIII

DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial Directors of this corporation are:

NAME	ADDRESS
Cynthia L. Vaughn	22610 SW 199 th Avenue Miami, Florida 33170
Ann Marie Pinto	8131 Johnson Street Pembroke Pines, Florida 33024

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

NAME	ADDRESS
Cynthia L. Vaughn	22610 SW 199 th Avenue Miami, Florida 33170

Ann Marie Pinto 8131 Johnson Street
Pembroke Pines, Florida 33024

ARTICLE X

OFFICERS

The officers of the corporation may be a President/Vice President/Secretary/Treasurer, or any one of them as may be provided for in the By-Laws.

The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

OFFICER

President/Director Cynthia L. Vaughn

Secretary/Director Ann Marie Pinto

The officers shall be elected at the annual meeting of the Board of Directors, or as provided in the By-Laws.

ARTICLE XI

BYLAWS

[A] The Board of Directors of this Corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

[B] Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XII

PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares of property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XIII

EFFECTIVE DATE

The effective date of this corporation shall be the date these Articles are filed with the Secretary of State.

IN WITNESS WHEREOF We have made, subscribed, and acknowledged this Certificate of Incorporation this _____ day of February 2003.

Cynthia L. Vaughn
Cynthia L. Vaughn
Ann Marie Pinto
Ann Marie Pinto

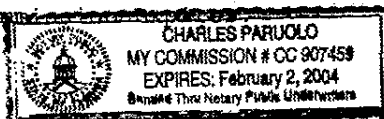
STATE OF FLORIDA
COUNTY OF Dade

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Cynthia L. Vaughn to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

Said party (check one) FLA Licent. Drivers are personally known to me or () presented _____ as identification, and did take an oath.

14 Witness my hand and official seal in the County and State last aforesaid this day of February, 2003.

Charles Paruolo
Notary Public
State of Florida
My Commission Expires:



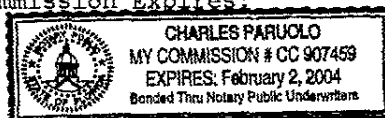
STATE OF FLORIDA
COUNTY OF Dade

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Ann Marie Pinto to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

Said party (check one) FLA Licent. Drivers are personally known to me or () presented _____ as identification, and did take an oath.

14 Witness my hand and official seal in the County and State last aforesaid this day of February, 2003.

Charles Paruolo
Notary Public
State of Florida
My Commission Expires:



ACCEPTANCE

I agree as Resident Agent to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.

W. J. Vaughn
W. J. Vaughn

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared W. J. Vaughn to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same. Said party (check one) () is personally known to me or () presented _____ as identification, and did take an oath.

RH Witness my hand and official seal in the County and State last aforesaid this _____ day of February, 2003.

RENA PICCHIOTTI
Notary Public
State of Florida
My Commission Expires:

