

P030000630/8

(Requestor's Name)

Michael Cooper Sr-President
2302 SE Calcutta Circle
Port St. Lucie, FL 34952

(Address)

(City/State/Zip/Phone #)

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ARTICLES OF INCORPORATION
OF
M.C.'S TREES & LANDSCAPING INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be: M.C.'s Trees & Landscaping Inc.

ARTICLE II
NATURE OF BUSINESS

This corporation may engage in or transact any and all-lawful Activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation. Providing care services to persons in childcare and adult setting.

ARTICLE III
CAPITIAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV
ADDRESS

The street address of the initial registered office of the Corporation shall be: 2302 Calcutta Circle, Port St Lucie, FL 34952 And the name of the initial Registered Agent for the corporation at that address is: 2302 Calcutta Circle , Port St. Lucie, FL 34952

ARTICLE V
SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be Necessary shall be deemed to have been taken by the appropriate Officers to accomplish this compliance.

ARTICLE VI
TERMS OF EXISTENCE

This corporation shall exist perpetually. The Corporation shall continue to exist with annual Board Meetings and shall be dissolved only

by way of a members vote. After vote all members of Board will be notified in writing.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his 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 a matter of law.

ARTICLE VIII SELF-DEALING

No contract or other transaction between the Corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of 2 director(s).
The initial Board of Directors shall consist of:

Michael Cooper Sr-President
2302 SE Calcutta Circle
Port St. Lucie, FL 34952

Walter Barron-Vice President
5102 Avienda Avenue
Ft. Pierce, FL 34946

ARTICLE IX DISSOLUTION REQUIREMENTS

The Corporation will continue to operate with annual Board meetings and will be dissolved after members elect to do so.

ARTICLE X
BOARD OF DIRECTORS APPOINTMENT

Vacant seats on the Board of Directors will be filled through regular of special Board of Directors meetings and appointed through Board of Directors elections.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:
Michael Cooper Sr.
2302 SE Calcutta Circle
Port St. Lucie, FL 34952

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 14th day of April 2003.

Incorporator:


Michael Cooper, Sr.

State of Florida)
County of St. Lucie) ss.

The foregoing instrument was acknowledged by me this 14th day of April, 2003 by: Michael Cooper who is/are personally known by me or who has/have produced: Florida Driver's License as identification and who did not take an oath.

 (SEAL)
Notary Public
State of

My Commission Expires: 3/19/05



Roolane Koch
Commission # DD 010649
Expires March 19, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

The following is submitted in compliance with the laws of the State of Florida.

A corporation organizing under the laws of the State of Florida, with its principal office located at:

has named Michael Cooper, whose address is 2302 SE Calcutta Cir., Port St. Lucie #1 34952, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered 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 designated address) in some
conspicuous place in the office as required by law.

Registered Agent:

Michael J. Cooper

State of Florida)
County of St. Lucie) ss.

The foregoing instrument was acknowledged by me this 7th
day of April, 2003 by: Michael Cooper
who is/are personally known by me or who has/have produced: Florida
Drivers License as identification and who did take an oath.

(SEAL)

Notary Public
State of

My Commission Expires: 3/19/05



Roolane Koch
Commission # DD 010649
Expires March 19, 2005
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Atlantic Bonding Co., Inc.

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