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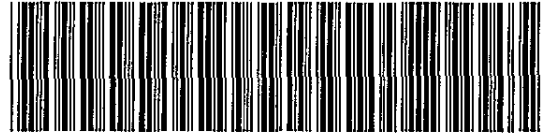
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**ARTICLES OF INCORPORATION
OF
RAINTREE GARDEN SUPPLY & GIFTS, INC.**

I the undersigned, hereby form this corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation of a corporation for profit:

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be: Raintree Garden Supply & Gifts, Inc.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the purposes proposed to be transacted, promoted and carried on are as follows: to engage in the business of garden supply and garden or botanical related gifts and to carry on any other lawful business whatsoever permitted by the laws and statutes of the State of Florida and the United States.

ARTICLE III

SHARES

The authorized capital stock of the corporation shall be: 1,000 shares at \$1.00 par value per share.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of this corporation's initial registered office is: 719 SW 28th Ave., Boynton Beach, Florida 33435, and the name of its initial registered agent at said address

is Gary Snider.

ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation shall have a principal place of business and shall have the privilege of having branch offices within the State of Florida, and within or without the United States of America. Initially, the principal place of business and mailing address of the corporation shall be, 719 SW 28th Ave., Boynton Beach, Florida 33435.

ARTICLE VI

BOARD OF DIRECTORS

The business of the corporation shall be managed, and its corporate powers exercised by a Board of not less than one (1) nor more than five (5) directors. The exact number shall be established by the Bylaws, provided that the initial Board of Directors shall consist of two (2) members.

ARTICLE VII

INITIAL DIRECTOR

The name and street address of the first Board of Directors of the corporation who shall hold office for the first year or until a successor is chosen shall be:

Gary Snider, Director
719 SW 28th Ave.
Boynton Beach, Florida 33435

John C. Burch, Jr.
719 SW 28th Ave.
Boynton Beach, Florida 33435

ARTICLE VIII

INCORPORATOR

The name and address of the Incorporators signing these Articles of Incorporation are: Gary Snider and John C. Burch, Jr., 719 SW 28th Ave., Boynton Beach, Florida 33435.

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.

Gary L. Snider
Signature of Registered Agent
Gary Snider

6/19/03
Date

Gary L. Snider
Signature of Incorporator
Gary Snider

6/19/03
Date

John C. Burch, Jr.
Signature of Incorporator
John C. Burch, Jr.

6/19/03
Date