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12-29-03

TRANSMITTAL LETTER

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

SUBJECT: LUMINUS MULCH INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: RALPH G. CHAMPEAU
Name (Printed or typed)

5014 TIMBERLAN STREET
Address

TAMPA, FLORIDA 33624
City, State & Zip

727-598-6590
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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DIVISION OF CORPORATIONS
03 DEC 15 AM 9:58

ARTICLES OF INCORPORATION

OF

LUMINUS MULCH INC.

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is Luminus Mulch Inc. and its principal place of business shall be located at 13225 Byrd Drive, Odessa, Florida 33556.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five hundred (500) shares of common stock at One dollar ($1.00) par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE 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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 18801 Ave Biarritz Lutz, Florida 33558 and the name of the initial registered agent of this corporation at that address is Ala J. Kerben.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have three (3) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Name	Address
Ralph G. Champeau	5014 Timberlan St. Tampa, Fl. 33624
Mark A. Champeau	7737 Wicklow St. New Port Richey, Fl. 34653
James L. Hummell	7737 Wicklow St. New Port Richey, Fl. 34653

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

Name	Address
President	
Ralph G. Champeau	5014 Timberlan St. Tampa, Fl. 33624
Vice President	
James L. Hummell	7737 Wicklow St. New Port Richey, Fl. 34653
Secretary	
Mark A. Champeau	7737 Wicklow St. New Port Richey, Fl. 34653
Treasurer	
Ralph G. Champeau	5014 Timberlan St. Tampa, Fl. 33624

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name	Address
Ralph G. Champeau	5014 Timberlan St. Tampa, Fl. 33624

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: December 10 2003

By Ralph G. Champeau
Printed Name Ralph G. Champeau
Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Luminus Mulch Inc.desiring to organize or qualify under the laws of the State of Florida, has named Alan J. Kerben, located at 18801 Ave Biarritz, Lutz, Florida 33558, as its agent to accept service of process within Florida.

Dated: December 10 2003

By Ralph G. Champeau
Printed Name: Ralph G. Champeau
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: December 10 2003.

By
Printed Name Alan J. Kerben
Registered Agent