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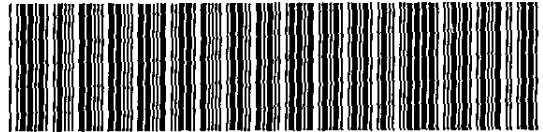
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NAME: TARA LANDSCAPE, NURSERY CENTER, DESIGN, LAWN CARE &
TREE, INC.

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ARTICLES OF INCORPORATION
OF
TARA LANDSCAPE, NURSERY GARDEN CENTER,
DESIGN, LAWN CARE & TREE, INC.

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is TARA LANDSCAPE, NURSERY GARDEN CENTER, DESIGN, LAWN CARE & TREE, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The street address of the principal office of this Corporation is:
310 Shreve Street, Punta Gorda, FL 33950

ARTICLE 4 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Tara Land
310 Shreve
Punta Gorda, FL 33950

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:
President: David S. LeBlanc
Vice President: David S. LeBlanc
Secretary: David S. LeBlanc
Treasurer: David S. LeBlanc

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 6 - DIRECTORS

The directors of the Corporation shall be:
David S. LeBlanc
Tara L. LeBlanc

Whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe for or purchase any additional shares of any class, or convertible securities of any class, unless the Board of Directors may, in its discretion, authorize the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with the issuance.

7.3 The Board of Directors may authorize the issuance from time to time of shares of its stock, whether now or hereafter authorized, for such conversions or other rights as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, reclassify or reclassify any unissued stock from time to time by changing the preferences, conversions or other rights, including powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of the Corporation shall be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders, including the transferability of the shares of stock. A copy of the Shareholder' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS AND DUTIES OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 10 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 -

The Corporation to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

REGISTERED OWNER(S)

ARTICLE 12 - REGISTERED

The name and street address of the registered agent of this Corporation is:
Tara LeBlanc, 310 Shreve

OFFICE AND REGISTERED AGENT

the registered agent of this Corporation is:
Punta Gorda, FL 33950

ARTICLE 13 -

The Board of Director(s) shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

BYLAWS

Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a majority of the number who would constitute a full Board of Directors shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 14 -

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of Florida.

EFFECTIVE DATE

ARTICLE

AMENDMENT

The Corporation reserve
repeal any provision contained
any amendment hereto, or to a
Incorporation, or to any amend
hereafter prescribed or permit
statute of the State of Florida, a
shareholders in these Articles of
hereto are granted subject to th

ight to amend, alter, change or
se Articles of Incorporation, or in
provision to these Articles of
ereto, in any manner now or
he provisions of any applicable
rights conferred upon
poration or any amendment
vation.

IN WITNESS WHEREOF
seal, acknowledged and filed th
under the laws of the State of Fl
December, 2003

ive hereunto set my hand and
going Articles of Incorporation
this 30th day of

sa LeBlanc
eBlanc

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

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

ED AGENT DESIGNATED IN
CORPORATION

red agent and to accept service
ion at the place designated in this
tment as registered agent and
r agree to comply with the
ie proper and complete
amiliar with and accept the
ed agent.

Tara LeBlanc
Tara LeBlanc

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