

**P05000099588**

**Florida Department of State  
Division of Corporations  
Public Access System**

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H05000169763 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations  
Fax Number : (850) 205-0381

**From:**

Account Name : CAUTHEN AND FELDMAN, P.A.  
Account Number : I19980000085  
Phone : (352) 343-2225  
Fax Number : (352) 343-7759

CLERK OF STATE  
TALLAHASSEE FLORIDA

2005 JUL 13 PM 2:02

**FILED**

**FLORIDA PROFIT CORPORATION OR P.A.**

**Southern Pools & Landscaping, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

**Electronic Filing Menu**

**Corporate Filing**

**Public Access Help**

*J* 7/15/05

07/15/2005 12:21 FAX 3523437759  
850-205-0381

CAUTHEN & FELDMAN, PA

7/14/2005 11:30 PAGE 001/001

002/007  
Florida Dept of State



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

FILED

2005 JUL 13 PM 2:02

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

July 14, 2005

CAUTHEN AND FELDMAN, P.A.

SUBJECT: SOUTHERN POOLS & LANDSCAPING, INC.  
REF: W05000033700

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6955.

Suzanne Hawkes  
Document Specialist  
New Filings Section

FAX Aud. #: H05000169763  
Letter Number: 805A00046485

Audit # H05000169763 3

**FILED**

2005 JUL 13 PM 2:02

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**of**  
**SOUTHERN POOLS & LANDSCAPING, INC.**

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I**

Name

The name and address of this corporation shall be: SOUTHERN POOLS & LANDSCAPING, INC., 38624 Rolling Acres Rd., Lady Lake, FL 32159 (P. O. Box 1050, Lady Lake, FL 32158).

**ARTICLE II**

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III**

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

**ARTICLE IV**

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

James C. Richardson

ADDRESS

38624 Rolling Acres Rd.  
Lady Lake, FL 32159  
(P. O. Box 1050)  
(Lady Lake, FL 32158)

William H. Cauthen, Esquire  
Cauthen & Feldman, P.A.  
Attorneys at Law  
215 North Joanna Avenue  
Tavares, FL 32778  
(352)343-2225  
Florida Bar #133488  
Audit # H05000169763 3

Audit # H05000169763 3

The names and addresses of the Director(s) is/are:

NAME

ADDRESS

James C. Richardson

38624 Rolling Acres Rd.  
Lady Lake, FL 32159  
(P. O. Box 1050)  
(Lady Lake, FL 32158)

Jane A. Richardson

38624 Rolling Acres Rd.  
Lady Lake, FL 32159  
(P. O. Box 1050)  
(Lady Lake, FL 32158)

**ARTICLE V**

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- D. Dissolution of the corporation.

**ARTICLE VII**

Term of Existence

This corporation shall exist perpetually.

Audit # H05000169763 3

## ARTICLE VIII

### Directors

A. The business of the corporation shall be managed initially by a board of two director(s). The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of the director's own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill the vacancy by voting for the removed director without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of the shareholder's own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

## ARTICLE IX

### Effective Date

The date that corporate existence shall begin is the date of filing of these Articles with the Department of State. This election is pursuant to Florida Statute 607.0123.

## ARTICLE X

### Registered Office and Registered Agent

The address of the initial registered office of this corporation is 38624 Rolling Acres Rd., Lady Lake, FL 32159. The name of the Registered Agent of this corporation is James C. Richardson at the above office address.

## ARTICLE XI

### Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the shareholders, except as otherwise provided in the Bylaws.

Audit # W05000169763 3

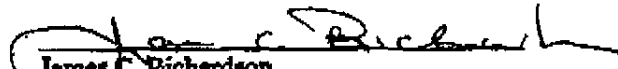
IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 13<sup>th</sup> day of July, 2005.

  
James C. Richardson

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for SOUTHERN POOLS & LANDSCAPING, INC., as stated in these Articles of Incorporation.

Dated: July 13<sup>th</sup>, 2005

  
James C. Richardson

**FILED**  
2005 JUL 13 PM 2:03  
CLERK OF STATE  
TALLAHASSEE FLORIDA