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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. B. Smith JUN 15 2006



Admitted In Florida  
Admitted in Illinois

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June 8, 2006

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

RE: FILING OF ARTICLES OF INCORPORATION FOR NICHOLS C & D  
LANDFILL, INC.

Gentlemen:

Enclosed please find two (2) sets of Articles of Incorporation for the above named corporation along with a check for \$78.75 to cover the required filing fees.

Kindly send the filing acknowledgment letter, along with the Certified Copy of the Articles of Incorporation to:

Robert R. Kasak, Esq.  
Attorney at Law  
8716 Tantallon Circle  
Tampa, FL 33647

If you have any questions please feel free to contact me.

Very truly yours,

Robert R. Kasak  
Encl

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**ARTICLES OF INCORPORATION**  
**OF**  
**NICHOLS C&D LANDFILL, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name of this corporation shall be:

NICHOLS C&D LANDFILL, INC.

**ARTICLE II**

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4201 N. Williams Road  
Tampa, Florida 33610

**ARTICLE III**

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and any amendments thereto (the "Act"), and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act, including but not limited to the operating of a construction and debris landfill facility.

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## **ARTICLE IV**

### **Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this Corporation shall be 1,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at any annual or special meeting of the stockholders of this corporation. The consideration for the issuance of shares of said stock may be paid in any manner permitted by the laws of the State of Florida. There shall be no cumulative voting of the common stock of this Corporation.

## **ARTICLE V**

### **Registered Office and Registered Agent**

The initial registered office of this Corporation shall be located at 4201 N. Williams Road, Tampa, Florida, 33610, and the initial registered agent of this Corporation at such office shall be Edwin Walpole, IV. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE VI**

### **Board of Directors**

The Board of Directors of this Corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the Directors shall be a majority of the number of Directors determined from time to time to comprise the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Subject to the by-laws of this Corporation, *meetings of the Directors may be held within or without the State of Florida.* Directors need not be stockholders. The stockholders of this Corporation may remove any Director from office at any time with or without cause.

## ARTICLE VII

### Initial Board of Directors

The initial Board of Directors of this Corporation shall consist of two (2) members, with said members to hold office until their successors being duly elected and qualified. The names of the initial directors are:

Edwin Walpole, IV  
Royce D. McDonald

## ARTICLE VIII

### Indemnification

This Corporation shall indemnify and hold harmless each and every one of its directors, officers, employees and agents to the fullest extent permitted by the laws of the State of Florida.

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Edwin Walpole, IV	4201 N. Williams Road Tampa, FL 33610

IN WITNESS WHEREOF, the undersigned has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
Edwin Walpole, IV, as Incorporator

DATED: June 8, 2006

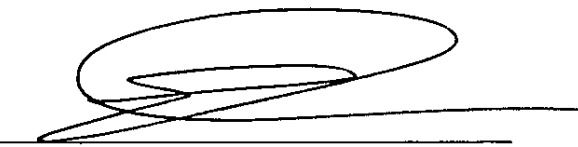
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

**FOR**

**NICHOLS C&D LANDFILL, INC.**

The undersigned, Edwin Walpole, IV, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation of said corporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 8th day of June, 2006.

  
Edwin Walpole, IV

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