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SUBJECT: **KJP MICROGREENS, 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  
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☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
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Status

**ADDITIONAL COPY REQUIRED**

FROM: **Brian M. Rowland, Esq.**

Name (Printed or typed)

**P.O. Box 56047**

Address

**Jacksonville, FL 32241**

City, State & Zip

**(904) 352-1945**

Daytime Telephone number

**info@brianrowland.com**

E-mail address: (to be used for future annual report notification)

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

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# ARTICLES OF INCORPORATION

*of*

KJP MICROGREENS, INC.

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## ARTICLE I

### Name and Duration

The name of the Corporation is KJP MICROGREENS, INC. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

## ARTICLE II

### Principal Office

The mailing address, and the address of the principal office of the Corporation, is 1387 Fruit Cove Forest Road North, St. Johns Florida 32259.

## ARTICLE III

### Registered Office and Agent

The street address of the registered office in the State of Florida is Brian Rowland, P.A., 4241 Baymeadows Road, Suite 8, Jacksonville, Florida 32217, in the County of Duval. The name of the registered agent at such address is Brian Rowland, P.A.

## ARTICLE IV

### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is ten-thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

ARTICLE VI  
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

| <u>Name</u>            | <u>Address</u>                                |
|------------------------|---|
| Brian M. Rowland, Esq. | P.O. Box 56047<br>Jacksonville, Florida 32241 |

ARTICLE VII  
Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

| <u>Name</u>      | <u>Address</u>  |
|------------------|---|
| Kathryn J. Price | 1387 Fruit Cove Forest Road North<br>St. Johns, Florida 32259 |

ARTICLE VIII  
Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE X

### Indemnification

The Corporation shall indemnify any incorporator, officer, director or other person (or any former incorporator, officer or director, or other person), which the Corporation is empowered to indemnify under § 607.0850 (2008), *Florida Statutes* (as amended or under similar law), pursuant to and to the fullest extent permitted by such law.

## ARTICLE XI

### Miscellaneous

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void *ab initio*.

No act, except by force of law or unanimous consent all of the shareholders of the Corporation having voting shares, shall be of any force or effect if such act would serve to violate any requirement of the Internal Revenue Code of the United States and result in the Corporation's loss of Subchapter S status. All such acts, unless consented to unanimously by the shareholders holding voting shares or required by law, shall be void *ab initio*.

*The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.*

DATED at Jacksonville, Duval County, Florida this April 6, 2011.



Brian M. Rowland, Esq.

**REGISTERED AGENT CERTIFICATE**

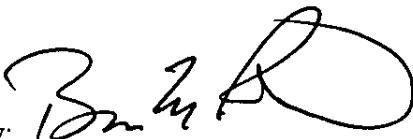
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That KJP MICROGREENS, INC., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Brian Rowland, P.A., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with § 607.0501, *Florida Statutes*.

BRIAN ROWLAND, P.A.,  
a Florida corporation

By: 

Brian M. Rowland, Esq.,  
its authorized agent.

DATED: April 6, 2011

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