

J. Stevens AUG 01 2012

COVER LETTER

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

SUBJECT: Senninger Irrigation Inc. DISC
(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: Bryant Miller Olive P.A.
Name (Printed or typed)

101 North Monroe Street, Suite 900
Address

Tallahassee, FL 32301
City, State & Zip

850-222-8611 (Pamela K. Bailey)
Daytime Telephone number

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

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

ARTICLES OF INCORPORATION
OF
SENNINGER IRRIGATION INC. DISC

The undersigned hereby makes, subscribes, acknowledges, and files this certificate for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I
Name

The name of this Corporation shall be Senninger Irrigation Inc. DISC.

ARTICLE II
Purpose

This Corporation shall be organized for the purpose of engaging in any business which is lawful under the laws of the State of Florida (and any other jurisdictions in which it may lawfully be authorized to conduct its business), and which qualifies as a domestic international sales corporation (a "DISC") as defined in 26 U.S.C. § 992 (or its successor statute).

ARTICLE III
Qualification as DISC

The Corporation shall at all times be operated in such a manner as to qualify as a DISC, and shall not engage in any transaction or activity not permitted to be engaged in by a DISC pursuant to the applicable provisions of the Internal Revenue Code of 1986, as amended. To the extent that any provision contained in these Articles would cause the Corporation not to qualify as a DISC, then such provision of these Articles shall be deemed amended to the extent necessary to not cause such disqualification.

ARTICLE IV
Agent

The registered agent of this Corporation shall be Samuel J. Kaleel. The address of the registered agent shall be 16220 E. Highway 50, Clermont, Florida 34711.

ARTICLE V
Existence

This Corporation shall have perpetual existence.

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12 JUL 31 AM 8:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Address

The initial street address and mailing address of the principal office of this Corporation shall be 16220 E. Highway 50, Clermont, Florida 34711.

ARTICLE VII
Capital Stock

The Corporation shall have one class of stock. The authorized capital stock of this Corporation shall consist of one hundred (100) shares of voting common stock having a par value of Two Thousand Five Hundred and No/100 Dollars (\$2,500.00) each.

ARTICLE VIII
Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE IX
Directors

This Corporation shall have no less than one (1) director. The number and requirements for qualification of directors shall be as set forth in the By-Laws of the Corporation.

ARTICLE X
Incorporator

The name and address of the Incorporator are: Samuel J. Kaleel, 16220 E. Highway 50, Clermont, Florida 34711.

ARTICLE XI
Officers

The officers of the Corporation shall be a president, who shall be the chief executive officer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such

time, and have such duties as may be described by the By-Laws or as determined by the Board of Directors.

ARTICLE XII
Indemnification

Unless expressly provided otherwise by resolution of the Board of Directors of the Corporation, the Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, to the full extent permitted under Chapter 607, Florida Statutes, or its successor statute.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of his heirs, executors, administrators and assigns.

Notwithstanding the provisions of this Article XII, the Board of Directors of the Corporation may, by resolution, modify or limit the Corporation's obligation to indemnify any person under this Article XII, so long as such modification of limitation is permitted by Chapter 607, Florida Statutes, or its successor statute.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand and seal this 30th day of July, 2012, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby makes and files in the Office of the Secretary of the State in the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true.



SAMUEL J. KALEEL, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Senninger Irrigation Inc. DISC.
2. The name and address of the registered agent and office are: Samuel J. Kaleel, 16220 E. Highway 50, Clermont, Florida 34711.


Samuel J. Kaleel, Incorporator

DATE: July 30, 2012

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.


Samuel J. Kaleel, Registered Agent

DATE: July 30, 2012

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