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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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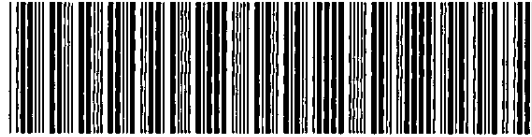
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

W14-6436

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

KNOX NURSERY INC

Signature _____

Requested by: SETH

02/04/14

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2014

CAPITAL CONNECTION, INC.

SUBJECT: KNOX NURSERY, INC.
Ref. Number: W14000006436

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JAN 31 2014
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for KNOX NURSERY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not serve as its own registered agent. Please designate an individual or another active entity filed or registered with this office, having a Florida street address.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 614A00002180

**CERTIFICATE OF INCORPORATION
OF
KNOX NURSERY, INC.
A Florida Corporation**

I, the undersigned, being the original Incorporator herein named, for the purpose of forming a corporation under the pursuant to Section 607.0123, Florida Statutes, do make and file this Certificate of Incorporation hereby declaring and certifying that the facts herein stated are true:

ARTICLE I

NAME

The name of the Corporation is Knox Nursery, Inc.

ARTICLE II

PRINCIPAL OFFICE

Section 2.01 Corporate Offices. The address of its corporate office is 940 Avalon Road, Winter Garden, Florida 34787.

Section 2.02 Other Offices. The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Oklahoma as it may from time to time determine. Corporate business of every kind and nature may be conducted, and meetings of Directors and shareholders held outside the State of Oklahoma with the same effect as if in the State of Oklahoma.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of engaging in any lawful activity within or without the State of Florida.

ARTICLE IV

SHARES OF STOCK

Section 4.01 Stock. The Corporation shall have the authority to issue One Hundred Ten Million (110,000,000) shares of stock, of which One Hundred Million (100,000,000) shares are Common Stock, par value of \$.0001 per share, and Ten Million (10,000,000) shares of Preferred Stock, a par value \$.0001 per share. The Common Stock may be issued from time to time without action by the stockholders. The Common Stock may be issued for such consideration as

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may be fixed from time to time by the Board of Directors.

Section 4.02 No Preemptive Rights. Holders of the Stock of the Corporation shall not have any preference, preemptive right, or right of subscription to acquire any shares of the Corporation authorized, issued, or sold, or to be authorized, issued or sold, or to any obligations or shares authorized or issued or to be authorized or issued, and convertible into shares of the Corporation, nor to any right of subscription thereto, other than the extent, if any, the Board of Directors in its discretion, may determine from time to time.

Section 4.03 Assessment of Shares. The Stock of the Corporation, after the amount of the subscription price has been paid in money, property or services, as the Directors shall determine, shall not be subject to assessment to pay the debts of the Corporation, nor for any other purpose, and no stock issued as fully paid shall ever be assessable or assessed, and the Certificate of Incorporation shall not be amended in this particular.

Section 4.04 Preferred Shares. The preferred stock may be issued in series from time to time with such designations, preferences, and relative participating, optional, or other rights, qualifications, limitations, or restrictions thereof as shall be stated and expressed in a resolution providing for the issuance of such class, classes, or series adopted by the Board of Directors pursuant to the authority hereby given as provided by statute.

ARTICLE V DIRECTORS

Section 5.01 Governing Board. The members of the Board of the Corporation shall be styled Directors.

Section 5.02 Initial Board of Directors. The Board of Directors shall consist of at least one (1) but no more than five (5) members. The name(s) and address(s) of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Bruce R. Knox	940 Avalon Road, Winter Garden, Florida 34787
James M. Knox, III	940 Avalon Road, Winter Garden, Florida 34787

These individuals shall serve as Directors until the first Annual Meeting of the Shareholders or until a successor or successors shall have been elected and qualified.

Section 5.03 Change in the Number of Directors. The number of Directors may be increased or decreased by duly adopted amendment to the Bylaws of the Corporation.

Section 5.04 Powers of Directors. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors expressly authorized:

(1) Subject to the Bylaws, if any, adopted by the shareholders, to make, alter or repeal the Bylaws of the Corporation;

(2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the Corporation;

(3) To authorize the guaranty by the Corporation of securities, evidences of indebtedness and obligations of other persons, corporations and business entities;

(4) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve;

and

(5) By resolution adopted by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution or in the Bylaws of the Corporation, in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution 115 SW 89th Street, Oklahoma City, Oklahoma 73139 All corporate powers of the Corporation shall be exercised by the Board of Directors except as otherwise provided herein or by law.

ARTICLE VI

INCORPORATOR

The name and address of the sole Incorporator is Bruce R. Knox, 940 Avalon Road, Winter Garden, Florida 34787.

ARTICLE VII

PERIOD OF DURATION

This Corporation is to have A PERPETUAL existence.

ARTICLE VIII
AMENDMENTS

Subject at all times to the express provisions of *Section 4.03* which cannot be amended, this Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation or its Bylaws, in the manner now or hereafter prescribed by statute or by these Certificate of Incorporation or said Bylaws, and all rights conferred upon the shareholders are granted subject to this reservation.

ARTICLE IX
CONFLICT OF INTEREST

No contract or other transaction between the Corporation and by any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this Corporation is, or are interested in, or is a member, Shareholder, Director or Officer or member, Shareholder, Director or Officer of such other firm or corporation and any Director or Officer or Officers, individually or jointly, may be a party or parties to, or may be interested in any contract or transaction of this Corporation in which this Corporation is interested, and no contract, act or transaction of this Corporation with any other person, or persons, firm, association, or corporation shall be affected or invalidated by reason of the fact that any Director or Directors or Officers or Officers of this Corporation is a party or are parties to, or are interested in, such contract, act or association or corporation, any each and every person who may become a Director or Officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may in anywise be interested.

ARTICLE X
REGISTERED OFFICE AND REGISTERED AGENT

Initial Registered Office and Initial Registered Agent. The address of the initial registered, office is 940 Avalon Road, Winter Garden, Florida 34787, and the initial Registered Agent is Bruce R. Knox.

IN WITNESS WHEREOF, I have hereunto set my hand this 17th day of January, 2014, hereby declaring and certifying that the facts stated herein above are true.

A handwritten signature in black ink, appearing to read "Bruce R. Knox", written over a horizontal line.

Bruce R. Knox, Incorporator

STATE OF FLORIDA, Orange County.) ss:

Before me, a Notary Public, in and for this State, on this 17th day of January, 2014, personally appeared Bruce R. Knox, to me known to be the identical person who executed the within and foregoing instrument, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth.

WITNESS my hand and seal the day and year last above written.

Amy Herbruck
Notary Public

Sep 06, 2016
My Commission Expires
Commission No. EE833024

[SEAL]



Amy Herbruck
COMMISSION # EE 833024
EXPIRES: SEP 06, 2016
WWW.AARONNOTARY.COM

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is: Knox Nursery, Inc.

2. The name and address of the registered agent and office is:

Bruce R. Knox
940 Avalon Road
Winter Garden FL 34787

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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.



Bruce R. Knox