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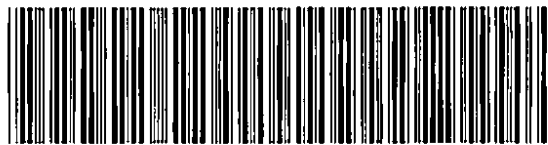
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COVER LETTER

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

SUBJECT: WOERNER TURF & LANDSCAPE SUPPLY, 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
 \$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

1 additional certified copy - \$8.75

FROM: Emmett Mitchell, IV
Name (Printed or typed)

115 East Park Avenue, Suite 1
Address

Tallahassee, FL 32312
City, State & Zip

850-681-1029
Daytime Telephone number

jmp@panzleo.com
E-mail address: (to be used for future annual report notification)

FILED
2017 SEP 26 11:12:41

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

AFFIDAVIT OF JOSEPH R. PANZL, ESQ.

COUNTY OF ORANGE)
) SS:
STATE OF FLORIDA)

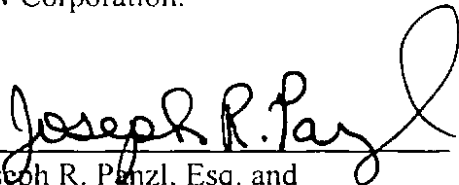
BEFORE ME, the undersigned, duly authorized in the County and State aforesaid to administer oaths, personally appeared **Joseph R. Panzl, Esq.**, who having been first duly sworn, deposes and says:

(1) I am an attorney at law licensed to practice in the state of Florida. I also serve as the Vice President of Woerner Turf & Landscape Supply, Inc., formerly a Florida corporation dissolved pursuant to §607.1402 of the *Florida Statutes* on September 25, 2017 (the "Dissolved Corporation").

(2) This Affidavit is issued by me as Vice President of the Dissolved Corporation pursuant to §607.1405(4) of the *Florida Statutes* for the purpose of permitting the immediate assumption and use of the name "Woerner Turf & Landscape Supply, Inc." by a new corporation (the "New Corporation") to be formed by me as incorporator on or about September 26, 2017, pursuant to the *Florida Statutes*.

(3) The right of immediate assumption and use referenced in Paragraph 2 hereof is hereby granted by the Dissolved Corporation to the New Corporation.

Affiant further sayeth naught.





Joseph R. Panzl, Esq. and
Vice President

BEFORE ME, the undersigned authority duly authorized to administer oaths, personally appeared **Joseph R. Panzl, Esq.**, who is personally known to me OR who produced identification _____ (type of identification produced), after being duly sworn, deposes and says that each of the averments set forth above are true and correct. The foregoing instrument was sworn to and acknowledged before me this 25th day of September, 2017.



[NOTARY STAMP]



Notary Signature


Print name of Notary

2017 SEP 26 11:12:41
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**ARTICLES OF INCORPORATION
OF
WOERNER TURF & LANDSCAPE SUPPLY, INC.
(a Florida corporation)**

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2017 SEP 26
FLORIDA

Pursuant to the authority of the Florida Business Corporation Act, Chapter 607, *Florida Statutes* (the "FBCA"), the following Articles of Incorporation of WOERNER TURF & LANDSCAPE SUPPLY, INC. are hereby adopted by the undersigned incorporator.

ARTICLE I - NAME

The name of the corporation is WOERNER TURF & LANDSCAPE SUPPLY, INC. (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal place of business of the Corporation is 818 N. McKenzie Street, Foley, AL 36535, and its initial mailing address is P.O. Box 2016, Foley, AL 36536. Such principal place of business and mailing address of the Corporation may be changed to such addresses and cities within or without the state of Florida as may be designated by the Board of Directors of the Corporation (the "Board of Directors") from time to time. The initial registered office and the name and address of the Corporation's initial registered agent in the state of Florida, whose Acceptance of Appointment as Registered Agent is attached hereto, is Joseph R. Panzl, Esq., 700 W. Morse Boulevard, Suite 200, Winter Park, FL 32789.

ARTICLE III - PURPOSE

The Corporation was formed to, may, and is intended to, engage in any lawful act or activity for which corporations may be organized under the FBCA, including, without limitation, the operation of an outlet business for turf sales and landscape supply products.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock which the Corporation is authorized to have outstanding is ten thousand (10,000) shares, five thousand (5,000) of which shall be Class A Voting Common Shares with a par value of one cent (\$0.01) per share, and five thousand (5,000) of which shall be Class B Non-Voting Common Shares with a par value of one cent (\$0.01) per share. The Class A Voting Common Shares and the Class B Non-Voting Common Shares shall be equal in all respects, including rights to distributions and other rights, except that the Class B Non-Voting Common Shares shall have no voting rights except such voting rights as may be required by the FBCA for non-voting shares.

ARTICLE V - BOARD OF DIRECTORS

The Board of Directors shall consist of not fewer than one (1) nor more than five (5) members. The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time as provided in the Bylaws of the Corporation. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Members of the

Board of Directors must be natural persons who are at least eighteen (18) years of age but need not be residents of Florida or shareholders of the Corporation.

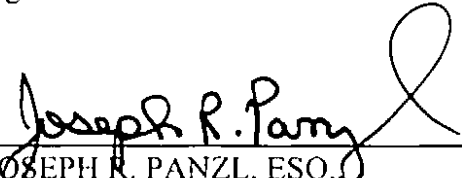
ARTICLE VI - AMENDMENTS TO ARTICLES OF INCORPORATION

The Corporation reserves the right to alter, amend, or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, in the manner provided in the FBCA (as the same exists or may hereafter be amended), and any and all rights conferred upon the shareholders as shareholders of the Corporation are expressly subject to this reservation.

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator of the Corporation is Joseph R. Panzl, Esq., 700 W. Morse Boulevard, Suite 200, Winter Park, FL 32789.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 25th day of September, 2017.

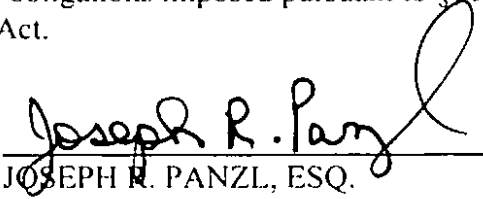


JOSEPH R. PANZL, ESQ.
Incorporator

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2017 SEP 26 11:12:42
Winter Park, FL

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **Joseph R. Panzl, Esq.**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.


JOSEPH R. PANZL, ESQ.

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