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MARCUS J EZELLE, P. A.  
ATTORNEY AT LAW  
402 SOUTH SIXTH AVENUE  
WAUCHULA, FLORIDA

PLEASE REPLY TO:  
P.O. DRAWER 1308  
WAUCHULA, FLORIDA 33873-1308

TELEPHONE  
(813) 773-8800  
FAX  
(813) 773-0932

March 13, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: WOERNER TURF, Sebring, INC.

Gentlemen:

Enclosed are original and one copy of Articles of Incorporation of WOERNER TURF, Sebring, INC., together with check number 16161 in the amount of \$122.50 covering filing fee of \$35.00, fee of \$52.50 for certified copy, and fee of \$35.00 for designation of registered agent.

Please send the certified copy of the Articles to me at the above address.

Sincerely,

  
Marcus J. Ezelle

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Enclosures

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DOB  
3/16/95  
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**ARTICLES OF INCORPORATION  
OF  
WOERNER TURF, Sebring, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE**

The name of the corporation is **WOERNER TURF, Sebring, INC.**

**ARTICLE TWO**

The duration of the corporation is perpetual.

**ARTICLE THREE**

The general purposes for which the corporation is organized are all phases of sod production, management, and sale, including incidental and related activities, and any other business authorized by Florida Statutes and permitted by law.

**ARTICLE FOUR**

The aggregate number of shares which the corporation is authorized to issue is one thousand (1,000) shares. Such shares shall be of a single class and shall have a par value of Ten Dollars (\$10.00) per share.

**ARTICLE FIVE**

The street address of the initial principal office and mailing address of the corporation is 7171 Airport Road, Sebring, Florida 33870. The name of its initial

registered agent is **ROGER L. WOERNER**, whose address is 7432 Honeysuckle Drive, Sebring, Florida 33870.

#### **ARTICLE SIX**

Pursuant to authority of Sections 607.0801 and 607.0732, Florida Statutes, or as hereafter amended, the shareholders have agreed the corporation shall have no board of directors, and all of the corporate power shall be exercised by, and the balance and affairs of the corporation shall be managed under the direction of, the stockholders. The stockholders shall have the power and authority to adopt and to amend the bylaws of the corporation and to determine consideration for the issuance or disposition of any share.

#### **ARTICLE SEVEN**

The name and address of each incorporator and the number of shares of stock each agrees to take and the value of the consideration therefor are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
<b>LESTER J. WOERNER</b>	Highway 87, North Elberta, Alabama 36530	20	\$200.00

#### **ARTICLE EIGHT**

The initial officers of the corporation and their addresses are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
<b>GEORGE A. WOERNER</b>	Highway 87, North Elberta, Alabama 36530	President
<b>LESTER J. WOERNER</b>	Highway 87, North Elberta, Alabama 36530	Chief Executive Officer/ Secretary
<b>EDWARD E. WOERNER</b>	Highway 87, North Elberta, Alabama 36530	Vice President

**ROGER L. WOERNER**

7432 Honeysuckle Drive Vice President  
Sebring, Florida 33870

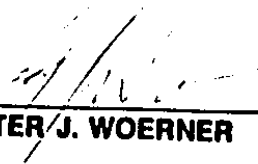
**LARRY J. WOERNER**

Highway 87, North Treasurer  
Elberta, Alabama 36530

**ARTICLE NINE**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the stockholders by a majority of the stockholders at a meeting held for that purpose.

EXECUTED by the undersigned at Elberta, Alabama, this 26 day of February, 1995.

  
\_\_\_\_\_  
**LESTER J. WOERNER**

STATE OF ALABAMA:  
COUNTY OF BALDWIN:

The foregoing instrument was acknowledged before me this 26 day of February, 1995, by **LESTER J. WOERNER**, who is personally known to me or who produced his driver's license as identification and who did not take an oath.

MY COMMISSION EXPIRES JUNE 20, 1999

  
\_\_\_\_\_  
NOTARY PUBLIC

## ACCEPTANCE

I certify that I am a permanent resident of Highlands County, Florida, residing at the place indicated above. I hereby accept the foregoing designation as Registered Agent this 26<sup>th</sup> day of February, 1995.

Roger L. Woerner  
ROGER L. WOERNER

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA