

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0391 FAX

800-342-8086



**P9500029080**

ACCOUNT NO. : 072100000032

REFERENCE : 579076 81311A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : April 13, 1995

ORDER TIME : 9:36 AM

ORDER NO. : 579076

CUSTOMER NO: 81311A

000001455440  
-04/13/95--01013--009  
\*\*\*\*\*1.00 \*\*\*\*\*70.00

CUSTOMER: Mr. Ruth Stanley  
LANDIS GRAHAM FRENCH HUSFELD  
SHERMAN & FORD  
P.o. Box 48

Deland, FL 32721-0048

DOMESTIC FILING

NAME: COOTS & CRITTER INTERNATIONAL,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

**T. BROWN** APR 13 1995

FILED  
95 APR 13 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**COOTS & CRITTER INTERNATIONAL, INC.**

FILED  
95 APR 13 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is **COOTS & CRITTER INTERNATIONAL, INC.**

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

This corporation is organized as a small business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue Three Thousand Five Hundred (3,500) shares, all of which shall be voting common shares with a par value of one dollar.

**ARTICLE V. PREEMPTIVE RIGHTS**

The holders of the corporation's issued and outstanding common shares shall have the right ("preemptive right") during a reasonable time and on reasonable conditions, both to be fixed by the current shareholders of this corporation, to purchase those common shares or other securities, as the case may be, in those proportions as would, if all the preemptive rights granted were exercised, preserve the relative unlimited dividend rights and voting rights of the then holders. The price or prices at which those common shares or other securities shall be issued to the then holders of the corporation's issued and outstanding shares shall be no less favorable than the price or prices at which those common shares or other securities are proposed to be offered for sale to others. This provision is subject to more specific provisions which may be set forth in the Bylaws of this corporation.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

**218 Crooked Tree Trail  
DeLand, FL 32724**

and the name of the initial registered agent of this corporation at this address is:

**CHARLES DON HILL**

**ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation is:

**218 Crooked Tree Trail  
DeLand, FL 32724**

**ARTICLE VIII. MANAGEMENT OF CORPORATION BY DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

**ARTICLE IX. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of the corporation who shall hold office for the first year of the corporation's existence or until her successor is elected and has qualified is as follows:

**CHARLES DON HILL  
218 Crooked Tree Trail  
DeLand, FL 32724**

**ARTICLE X. OFFICERS**

The officers of this corporation shall be a President, Secretary, and such other officers as the Directors shall deem necessary. The names, titles and addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

**PRESIDENT:**                   **CHARLES DON HILL**  
                                    **218 Crooked Tree Trail**  
                                    **DeLand, FL 32724**

**SECRETARY:**                   **CHARLES DON HILL**  
                                    **218 Crooked Tree Trail**  
                                    **DeLand, FL 32724**

### **ARTICLE XI. INCORPORATOR**

The name and address of the individual signing these Articles is:

**CHARLES DON HILL**  
**218 Crooked Tree Trail**  
**DeLand, FL 32724**

### **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders of this corporation.

### **ARTICLE XIII. RESTRICTIONS ON TRANSFER OF STOCK**

A.     Shares held may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholder(s) or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

B.     If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer,:

(1)    the transferee is a person ineligible to be a stockholder in an S corporation, or

(2)    the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws or Shareholder's Agreement of this corporation.

**ARTICLE XIV. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XV. SHAREHOLDERS MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by law.

**ARTICLE XVI. POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any affiliated group.

**ARTICLE XVII. AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

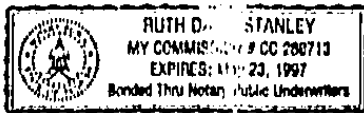
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of April, 1995.

  
CHARLES DON HILL, Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **CHARLES DON HILL** (who did/did not take an oath), known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4<sup>th</sup> day of April, 1995.



Ruth Davis Stanley  
Notary Public, State of Florida

RUTH DAVIS STANLEY

Typed Name of Notary

Commission No.: CC 288713

My Commission Expires: 5/23/97

Personally Known      OR Produced Identification

Type of Identification Produced current FL D/T.

#11400-144-38-267

**DESIGNATION OF REGISTERED AGENT**

The undersigned Incorporator of **COOTS & CRITTER INTERNATIONAL, INC.**, hereby designates the following individual as registered agent for this corporation:

**CHARLES DON HILL  
218 Crooked Tree Trail  
DeLand, FL 32724**

  
**CHARLES DON HILL, Incorporator**

**FILED**  
**95 APR 13 AM 11:02**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned does hereby accept the designation as registered agent for **COOTS & CRITTER INTERNATIONAL, INC.**

DATED this 12 day of April, 1995.

  
**CHARLES DON HILL**