

P95000031046

TRANSMITTAL LETTER

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

FILED  
95 APR 17 PM 1:23  
TALLAHASSEE, FL 32314

3000014579000  
-04/17/95--01052--0000  
\*\*\*122.50 \*\*\*122.50

SUBJECT: Kelly's Lawn Care, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: Kathy Howell d/b/a Accountability of Brevard  
Name (printed or typed)

2036 Abalone Avenue  
Address

Indialantic, FL 32903  
City, State & Zip

(407) 727-1000  
Daytime Telephone number

EFFECTIVE DATE

4/10/95

*APR 24-95*

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

ARTICLES OF INCORPORATION  
OF  
KELLY'S LAWN CARE, INC.

FILED  
PER 17 APR 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is KELLY'S LAWN CARE, INC.  
located at 623 Jupiter Boulevard N.W., Palm Bay, FL 32907.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing  
upon the date of subscription and acknowledgment hereof as provided by  
Florida Statute 607.0203.

ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or  
promoted are: To manufacture, design, construct, own, use, buy, sell,  
lease, hire and deal in and with articles and property of all kinds and to  
render services of all kinds, and to engage in any lawful act or activity for  
which corporations may be organized under the laws of the state of  
Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par  
value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power  
for the election of directors, and all other purposes, shall be vested  
exclusively in the holders of the outstanding common shares.

EFFECTIVE DATE

4/10/95

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 623 Jupiter Boulevard N.W., Palm Bay, FL 32907 and the name of the registered agent of this corporation at the address is Kelly B. Staton.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors 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. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Kelly B. Staton	623 Jupiter Boulevard N.W. Palm Bay, FL 32907
William C. Staton, Jr.	623 Jupiter Boulevard N.W. Palm Bay, FL 32907

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
Kelly B. Staton	623 Jupiter Boulevard N.W. Palm Bay, FL 32907

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval 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 XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as a person who has ceased to be a director, officer, employee or agent and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XIII - AMENDMENT

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.

**ARTICLE XIV - I.R.C. SECTION 1244 STOCK**

It is the intent of the Incorporator to qualify the shares issued hereunder as " Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

**ARTICLE XV - SUBCHAPTER "S" ELECTION**

It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Section (IRS Form 2553) at the Organization Meeting hereof.

**ARTICLE XVI - AFFILIATED TRANSACTIONS**

This corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.08901 regarding affiliated transactions. IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th of April 1995.

  
\_\_\_\_\_  
Kelly B. Staton

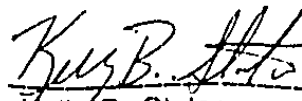
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statute, the following is submitted in compliance with said Act:

First, that Kelly's Lawn Care, Inc., desiring to organize under laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named Kelly B. Staton, located at 623 Jupiter Boulevard N.W., Palm Bay, FL 32907 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act relative to keeping open said office.

  
\_\_\_\_\_  
Kelly B. Staton

FILED  
95 APR 17 PM 1:29  
SECRET  
TALLAHASSEE, FLORIDA