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PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

95 JUN -6 11 10 05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 610531 11598A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : June 6, 1995

ORDER TIME : 10:14 AM

ORDER NO. : 610531

CUSTOMER NO: 11598A

CUSTOMER: Terrence F. Pyle, Esq  
TERRENCE F. PYLE, P.A.

707 Del Webb Blvd.  
Sun City Center, FL 33573

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-05/06/95--01034--003  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: CARBET NURSERY, INC.

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

NANCY HENDRICKS JUN - 7 1995

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
95 JUN -6 11 10 10  
DIVISION OF CORPORATION

FILED

95 JUN -6 AM 10:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLES OF INCORPORATION OF CARBET NURSERY, INC.**

### **ARTICLE I NAME**

The name of the Corporation is CARBET Nursery, Inc.

### **ARTICLE II DURATION**

The Corporation shall have perpetual existence.

### **ARTICLE III PURPOSE**

The Corporation is authorized for the following purposes: to own and operate plant nursery or nurseries; to transport and sell plant inventory at wholesale and/or retail; to engage or transact in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country; to engage in any activity or business incidental to or related to those activities or businesses set forth herein; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; and to carry out said purposes in any State, territory, district, or possession of the United States, or in any foreign country.

#### **ARTICLE IV CAPITAL STOCK**

The Corporation is authorized to issue 7,500 shares of capital stock of the par value of \$1.00 which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

#### **ARTICLE V PRE-EMPTIVE RIGHTS**

Every Shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE OF CORPORATION**

The street address of the initial Registered Office of the Corporation is: 137 South Pebble Beach Boulevard, Suite 201, Sun City Center, Florida 33573; and the name of the initial Registered Agent of the Corporation at that address is: NEIL D. SMITH. The principal office and mailing address of the Corporation is: 5115 Bonita Drive, Wimauma, Florida 33598.

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

The 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 is: NEIL D. SMITH, 137 South Pebble Beach Boulevard, Suite 201, Sun City Center, Florida 33573.

### **ARTICLE VIII INCORPORATOR**

The name and address of the person signing these ARTICLES OF INCORPORATION is: NEIL D. SMITH, 137 South Pebble Beach Boulevard, Suite 201, Sun City Center, Florida 33573.

### **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 INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law.

### **ARTICLE XI AMENDMENT**

The 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 XII EFFECTIVE DATE**

For all purposes, the Corporation will be effective as of June 1, 1995.

IN WITNESS WHEREOF, the undersigned Subscriber has executed the ARTICLES OF INCORPORATION of CARBET Nursery, Inc. this 5th day of June, 1995.

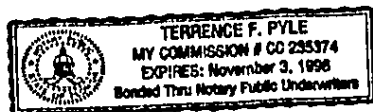
*Neil D. Smith*

NEIL D. SMITH  
Subscriber

STATE OF FLORIDA                      } S/S  
COUNTY OF HILLSBOROUGH        }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared NEIL D. SMITH, personally known by me (or, if not personally known by me, who produced N/A as proof of identification), and he acknowledged before me that he executed the ARTICLES OF INCORPORATION of CARBET Nursery, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 5th day of June, 1995.



*Terrence F. Pyle*  
NOTARY PUBLIC  
State of Florida at Large  
Print Name: \_\_\_\_\_  
Commission Number: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

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

The following is submitted pursuant to the provisions of Section 607.0501 and  
Section 607.0505, Florida Statutes:

**DESIGNATION**

That **CARBET Nursery, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the **ARTICLES OF INCORPORATION**, in Sun City Center, County of Hillsborough, State of Florida, has named **NEIL D. SMITH**, whose place of business is at 137 South Pebble Beach Boulevard, Suite 201, in the town of Sun City Center, County of Hillsborough, State of Florida, and whose mailing address is the same, 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 in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said Office.

**DATED** this 5th day of June, 1995.

*Neil D. Smith*

**NEIL D. SMITH**  
Registered Agent