

P95000044924

Nadine Unger  
2254 Cove Blvd.  
Panama City, FL 32405

June 1, 1995

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

600001505506  
-n6/02/95--01122--010  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation for NATURAL GREEN INC.

Dear Sirs or Madams:

Please find the enclosed original Articles of Incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$122.50 to cover the cost of filing the Articles of Incorporation, sending a certified copy of the Articles, and designation of the registered agent.

Thank you in advance for your attention to this matter. If you have any questions, please do not hesitate to contact our office.

Sincerely,



Nadine Unger

EFFECTIVE DATE

JUN 1 1995

FILED  
95 JUN -2 PM 10:19  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

JAB  
6/12/95

ARTICLES OF INCORPORATION  
OF  
NATURAL GREEN INC.

FILED  
95 JUN -2 11:10:20  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is NATURAL GREEN INC.

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV  
CAPITAL STOCK

A. The aggregate number of shares of stock which the corporation is authorized to issue is 10,000 shares of which 5,000 shares with \$1.00 par value are designated as "Class A Common Stock" and 5,000 shares with \$1.00 par value are

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designated as "Class B Common Stock." The designation of each class, the number of shares of each class and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value is as follows:

<u>Class</u>	<u>Series</u>	<u>Number of Shares</u>	<u>Par Value Per Share</u>
Class A Common	None	5,000	\$1.00
Class B Common	None	5,000	\$1.00

B. The rights of the holders of each authorized class of common stock shall be identical in all respects, except as follows:

1. The holders of the Class A Common Stock shall be entitled to vote as a separate class to elect all of the directors on the corporation's board of directors.
2. The holders of the Class A Common Stock and the holders of the Class B Common Stock, if any, shall be entitled to vote as separate classes on such other matters as may be required by law or by the Articles of Incorporation or the Bylaws of the Corporation.

3. The restrictions as to the sale and transfer of the Class B Common Stock and the provisions as to the rights of repurchase by the corporation and circumstances under which the corporation and/or the shareholders may exercise such rights are those as provided in the Bylaws or in a separate instrument signed by the shareholders and the corporation, a copy of which shall be on file with the Secretary of the Corporation.

4. Except as may be otherwise provided in the bylaws, the board of directors of the corporation may, at any time, grant options to anyone, including its officers, directors and employees upon such terms as the board of directors may, within its sole and complete discretion determine. Any action to be taken or required by law, or these Articles to be taken by the shareholders, including the sale of assets, mergers or consolidations with

other corporations or dissolution or liquidation, shall be by the affirmative vote of at least a majority of the outstanding shares entitled to vote notwithstanding any provision of the statutes of the State of Florida or the Florida business corporation act to the contrary.

C. Management of the corporation and the conduct of the corporate affairs shall in each and every respect be controlled and determined by the Bylaws as adopted and amended by the Board of Directors. The Bylaws may, among other things, provide for the number of Directors and the manner of their election, their term of office and removal therefrom. No shareholder shall be disqualified from voting any or all of his stock in person or by proxy at any meeting of the shareholders, by reason of his personal interest in any transaction to be entered into with the corporation or as to the election of himself to the Board of Directors, or against his removal therefrom.

D. The rules of Parliamentary Procedure at any annual or special meeting of the Directors shall be those as determined by the Bylaws.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of the corporation is as follows:

NADINE UNGER  
2554 Cove Blvd.  
Panama City, Florida 32405

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

2554 Cove Blvd.  
Panama City, FL 32405

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The name and address of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
NADINE UNGER	2836B Harrison Ave. Panama City, FL 32405
ERIK UNGER	2836B Harrison Ave. Panama City, FL 32405

**ARTICLE VIII  
INCORPORATOR**

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

NADINE UNGER  
2836B Harrison Ave.  
Panama City, Florida 32405

**ARTICLE IX  
AMENDMENT OF BYLAWS**

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

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors and the shareholders, in the manner provided by law.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.



**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI**  
**INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XVII  
EFFECTIVE DATE

The effective date of these Articles of Incorporation is  
June 1, 1995.

IN WITNESS WHEREOF, the undersigned Incorporator has  
executed these Articles of Incorporation the 1<sup>st</sup> day of June,  
1995.

Nadine Collins Unger  
NADINE UNGER, Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared  
NADINE UNGER, who has produced \_\_\_\_\_ as identification or  
to me known to be the person who executed the foregoing Articles  
of Incorporation, as Incorporator, and she acknowledged to and  
before me that she executed such instrument.

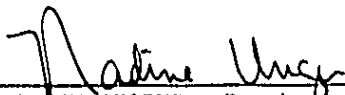
IN WITNESS WHEREOF, I have hereunto set my hand and seal  
this 1<sup>st</sup> day of ~~May~~ June, 1995.

Deborah J. Carden  
Notary Public  
My Commission Expires:



**DEBORAH J. CARDEN**  
MY COMMISSION # GC 144830 EXPIRES  
October 2, 1995  
BONDED THRU TROY FAIN INSURANCE, INC.

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

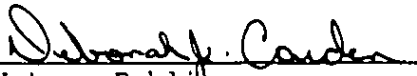
  
\_\_\_\_\_  
NADINE UNGER, Registered Agent

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared NADINE UNGER, who has produced \_\_\_\_\_ as identification or to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator, and she acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1<sup>st</sup> day of ~~May~~, 1995.

*June*

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



DEBORAH J. CARDEN  
MY COMMISSION # CC 148939 EXPIRES  
October 2, 1995  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
95 JUN -2 PM 10:20  
COUNTY OF BAY  
STATE OF FLORIDA