

CLYDE W. DAVIS  
ATTORNEY AT LAW  
13 NORTH FOURTH STREET  
FERNANDINA BEACH, FLA 32034  
904-261-2848

FILED

95 JUL -3 AM 9:14

P95000051706

May 26, 1995

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

RECEIVED JUL 5 1995  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: MCKENDREE PEST CONTROL,  
INC.

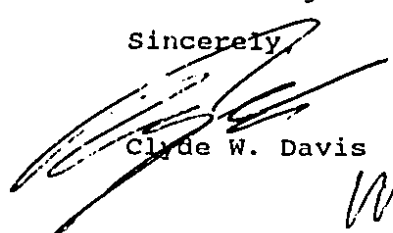
Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is the acknowledgment of the Registered Agent's acceptance and our firm's check in the amount of \$70.00.

Please file the enclosed Articles of Incorporation and return a copy to me.

Your cooperation in this matter will be greatly appreciated.

Sincerely,

  
Clyde W. Davis

CWD/cc  
enclosures

W95-11610

759, 2254, 672

1,097.50

JUN 7 1995 BSB



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 7, 1995

CLYDE W. DAVIS ATTORNEY AT LAW  
13 NORTH FOURTH STREET  
FERNANDINA BEACH, FL 32034

SUBJECT: MCKENDREE PEST CONTROL, INC.  
Ref. Number: W95000011610

We have received your document for MCKENDREE PEST CONTROL, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) MCKENDREE ENTERPRISES, INC., Document number 549094, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 11/09/1990 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1097.50, therefore, there is a balance of \$1027.50 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 195A00028121

CLYDE W. DAVIS  
ATTORNEY AT LAW  
13 NORTH FOURTH STREET  
FERNANDINA BEACH, FLA 32034  
904 261-2848

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June 13, 1995

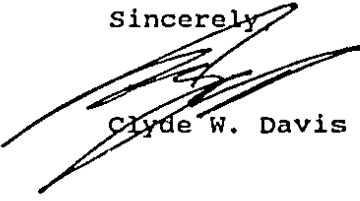
Ms. Brenda Baker  
Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: McKendree Pest Control,  
Inc.

Dear Ms. Baker:

Florida Statute 607.1406(13) bars any claim which may exist against the former McKendree Pest Control, Inc. Unless you immediately agree to the filing of our articles, we will sue the State under F.S. 607.0126(2). The courtesy of an immediate reply is expected.

Sincerely



Clyde W. Davis

cc. J. McKendree  
CWD/cc

CLYDE W. DAVIS  
ATTORNEY AT LAW  
13 NORTH FOURTH STREET  
FERNANDINA BEACH, FLA 32034  
904/261-2848

June 16, 1995

Ms. Brenda Baker  
Florida Department of State  
Divisions of Corporations  
P.O. Box 5527  
Tallahassee, FL 32314

Re: McKendree Pest Control,  
Inc.

Dear Ms. Baker:

Enclosed herewith are the Articles for the above corporation which are returned to you based upon your telephone call of June 15. Our original filing fee was not returned to us when the original filing was rejected so I have not enclosed any money.

Thank you for your assistance in resolving this matter.

Sincerely,



Clyde W. Davis

enclosure  
CWD/cc

June 22, 1995

Brenda Baker  
Florida Department of State  
Divisions of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

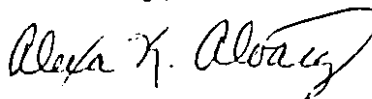
Re: McKendree Pest Control,  
Inc.

Dear Ms. Baker:

Enclosed herewith are the Articles for the above corporation which are returned to you per your telephone call of June 22, as they were omitted from my letter of June 16, 1995. Note that our original filing fee was not returned, so no fee is enclosed.

Thank you for your assistance in resolving this matter.

Sincerely,

A handwritten signature in cursive script, appearing to read "Clyde W. Davis".

For Clyde W. Davis

enclosure  
CWD/aa

ARTICLES OF INCORPORATION

OF

MCKENDREE PEST CONTROL, INC.

FILED

95 JUL -3 AM 9:14

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is MCKENDREE PEST CONTROL, INC. The mailing address is: P.O. Box 639, Yulee, FL 32097.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

(a) Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having par value of \$.10 per share.

(b) Preemptive Rights. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock.

1. No shareholder shall have the right to sell, assign, transfer, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty-five (45) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else. The shareholders may, by-law provision or by shareholders' agreement recorded in the minute book impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

In any event, existing shareholders shall have the right of first refusal to purchase, on a pro-rata basis according to shares held, any outstanding shares offered for sale by any shareholder. Any sale of shares in the Corporation to any person or entity shall be void and of no effect unless notice is given to the existing shareholders, and they have waived their right of first refusal in writing. The price of the shares purchased under the right of first refusal shall be based on the book value of the corporation.

3. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator,

or personal representative of each shareholder.

4. Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

5. Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

6. Shares are transferable on the books of the company on presentation of a certificate properly endorsed, provided all indebtedness of the owner to his company, including any assessments, has been paid.

(c) 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 V - INITIAL REGISTERED OFFICE AND AGENT

This initial registered office of this Corporation shall be 13 North Fourth Street, Fernandina Beach, FL 32034, and the initial registered agent of this Corporation at such office shall be Clyde W. Davis, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

The Board of Directors from time to time may move the Registered Office to any other address within the State of Florida.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the by-laws, but there shall never be less than one. The name and address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Eugene G. McKendree	P.O. Box 639 Yulee, FL 32097
Joyce L. McKendree	P.O. Box 639 Yulee, FL 32097

The persons named as directors shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

#### ARTICLE VII - BY-LAWS

The initial by-laws of this Corporation shall be adopted by the Board of Directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

**ARTICLE VIII - INCORPORATOR**

The name and street address of the incorporators of this Corporation is:

**NAME**  
Eugene McKendree  
Joyce L. McKendree

**ADDRESS**  
P.O. Box 639  
Yulee, FL 32097  
P.O. Box 639  
Yulee, FL 32097

**ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

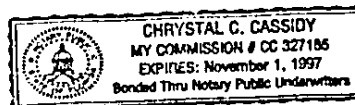
IN WITNESS WHEREOF, the incorporators has executed these Articles the 28th day of February, 1995.

Eugene McKendree  
Eugene McKendree  
Joyce McKendree  
Joyce McKendree

STATE OF FLORIDA)  
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared Eugene McKendree and Joyce McKendree, to me known to be the person described as Incorporators or who produced FL Drivers License #'s M-253-207-35-407, M-253-432-39-755 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 28th day of February, 1995.

Chrystal C. Cassidy  
NOTARY PUBLIC  
Print Name:  
My commission expires:





ACCEPTANCE OF REGISTERED AGENT

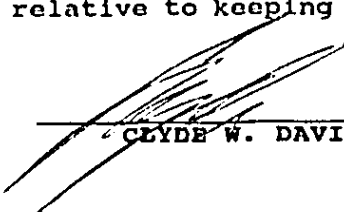
Having been named to accept service of process for  
MCKENDREE PEST CONTROL, INC.  
at the place designated in the ARTICLES OF INCORPORATION or a  
corporate resolution of said corporation:

REGISTERED AGENT  
REGISTERED ADDRESS

CLYDE W. DAVIS  
13 North Fourth Street  
Fernandina Beach, FL 32034

agrees to act in this capacity, and agrees to comply with the  
provisions of Section 48.091 relative to keeping open such office.

DATE: February 28th, 1995

  
CLYDE W. DAVIS

Ine/Accept.Agt

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CLERK OF DISTRICT COURT  
JUL 3 1995