

P96000003521

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RECEIVED
96 JAN 10 PM 1:12
DIVISION OF CORPORATION

ACCOUNT NO. : 0771000000032

REFERENCE : 797607 4731461

AUTHORIZATION :

Patricia Pyjute

COST LIMIT : \$ 122.50

ORDER DATE : January 10, 1996

ORDER TIME : 10:56 AM

ORDER NO. : 797607

CUSTOMER NO: 4731461

500001684925

CUSTOMER: Mr. H. Steven Walton
SANIFILL, INC.

The Riviana Building
2777 Allen Parkway, Ste. 700
Houston, TX 77019-2155

DOMESTIC FILING

NAME: SANIFILL OF FLORIDA, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Patricia L. Durlap
EXAMINER'S INITIALS:

FILED
96 JAN 10 AM 10:25
CORPORATION DIVISION

SAB
1/11/96

FILED

25 JUN 19 11 13 25

Articles of Incorporation
of
Sanifill of Florida, Inc.

ARTICLE I

Name and Duration

The name of the Corporation is Sanifill of Florida, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 2777 Allen Parkway, Suite 700, Houston, Texas 77019-2155.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1201 Hays Street, in the City of Tallahassee, County of Leon. The name of the registered agent at such address is The Corporation Service Company.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock"), \$.01 without par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Elaine Chotlos, Esq.	1900 East Ninth Street Suite 3200 Cleveland, Ohio 44114

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
H. Steven Walton, Esq.	2777 Allen Parkway, Suite 700 Houston, Texas 77019-2155

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Cumulative Voting

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not

amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

8th DATED at Cleveland, Ohio, Cuyahoga County, Ohio, this day of January, 1996.

Elaine Chotlos
Elaine Chotlos, Incorporator

STATE OF OHIO)
) SS.
COUNTY OF CUYAHOGA)

The foregoing instrument was acknowledged before me this 8th day of January, 1996, by Elaine Chotlos, an Ohio resident, on behalf of the corporation. She is personally known to me.

Brenda S. Dean
Brenda S. Dean

BRENDA S. DEAN
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Nov. 21, 1996

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Sanifill of Florida, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tallahassee, County of Leon, State of Florida, has named The Corporation Service Company, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

The Corporation Service Company

By:

Laura R. Dunlap

LAURA R. DUNLAP, -AS AGENT

DATED: JANUARY 10, 1996

FILED
JAN 19 1996
TALLAHASSEE

P96000003521



RECEIVED
96 JAN 17 PM 12:43
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 808834 4731461
AUTHORIZATION : Patricia Pujols
COST LIMIT : \$ 35.00

ORDER DATE : January 17, 1996

ORDER TIME : 10:53 AM

ORDER NO. : 808834

300001690833

CUSTOMER NO: 4731461

CUSTOMER: Mr. H. Steven Walton
Sanifill, Inc.
The Riviana Building
2777 Allen Parkway, Ste. 700
Houston, TX 77019-2155

DOMESTIC AMENDMENT FILING

NAME: SANIFILL OF FLORIDA, INC.

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

FILED
96 JAN 17 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
CEG
1-17

CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SANIFILL OF FLORIDA, INC.

Pursuant to the requirements of Section 607.1005, Florida Statutes, the undersigned incorporator does hereby make, swear to, adopt and file this Certificate of Amendment to the Articles of Incorporation of SANIFILL OF FLORIDA, INC. (the "Corporation"), which Corporation was incorporated under the laws of the State of Florida on January 10, 1996, under Charter No. P96000003521;

1. No shares of the Common Stock of the Corporation have been issued for the Corporation.

2. The sole incorporator has adopted a change in par value of capital stock which the Corporation has the authority to issue from "\$.01 without par value" to "without par value." Therefore, Article V of the Corporation's Articles of Incorporation shall be deleted in its entirety and the following inserted in its place:

ARTICLE V

Capital Stock

"1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock"), without par value per share."

2. All other provisions of the Corporation's Articles of Incorporation shall remain in full force and effect, unaltered except as expressly provided above.

3. The foregoing amendment to the Articles of Incorporation was unanimously adopted by the Corporation's sole incorporator on the 10th day of January, 1996.

DATED this 16th day of January, 1996.

Elaine Chotlos
Elaine Chotlos, Incorporator

FILED
JAN 17 PM 2:08
CLERK OF DISTRICT COURT
STATE OF FLORIDA

STATE OF OHIO)
COUNTY OF Cuyahoga)
 ss

The foregoing was acknowledged before me this 11th day of January, 1996, by Elaine Chotlos, as the sole incorporator of the Corporation, to me personally known, and she acknowledged before me that she executed the foregoing Certificate of Amendment to Articles of Incorporation, under oath, for the purposes therein set forth with full authority in the premises.

****NOTARIAL SEAL****

Brenda S. Dean
NOTARY PUBLIC
State of Ohio
BRENDA S. DEAN
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Nov. 21, 1996

P96000003521

CT CORPORATION SYSTEM

April 24, 1997

Mr. [illegible]
[illegible]
[illegible]
[illegible]

Secretary of State
Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002150111--0
-04/29/97--01059--001
*****35.00 *****35.00

Re: Sanifill of Florida, Inc.
Sanifill of Florida Hauling, Inc.
Jennings Environmental Services, Inc.
Frontier Environmental, Inc.
Order #: 761893

Counsel: USA Waste Services, Inc.
1001 Fannin, Suite 4000
Houston, TX 77002

FILED
97 APR 29 AM 10:22
TALLAHASSEE, FLORIDA
STATE SECRETARY OF CORP.

Gentlemen:

As requested by counsel, we enclose for filing Change of Agent documents on behalf of this corporation, together with funds in payment of the required fees. This document should be filed as soon as possible/expedited.

Evidence of the filing should be returned to this office.

If you have any questions or if for any reason the filing cannot be effected promptly, please notify this office of the details by calling our toll-free number: 800-324-0754.

Very truly yours,

Paula Voss
Customer Specialist
Enclosure(s)

Special Instructions: THANKS!

RA Chg.

V8 MAY 8 1997

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Florida submits the following statement in order to change its registered office
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: SanFill of Florida, Inc.

1b. Date of Incorporation 1-10-96 Document number 9600000352

2. The name and address of the current registered agent and office:

Corporation Service Company
1201 Hays St.
Tallahassee, FL 32301

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM
c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Bryan J. Blankfield
SIGNATURE

APRIL 15, 1997

DATE

Typed or printed name and title
BRYAN J. BLANKFIELD
ASSISTANT SECRETARY

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT

SIGNATURE BY: [Signature]

DATE 4-24-97

(Registered Agent)

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