

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0981
904-222-1010 FAX

800-342-8086



ACCOUNT NO. 071100000032

REFERENCE : 062955 1503120

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 28, 1996

ORDER TIME : 10:29 AM

ORDER NO. : 062955

CUSTOMER NO: 1503120

CUSTOMER: Ms. Tanya Cavanaugh
MILLER SOUTH & DIMASI, P.A.

Suite 120
2699 Lee Road
Winter Park, FL 32789

DOMESTIC FILING

NAME: DESIGNSCAPES, INC.

EFFECTIVE DATE:

☒ 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: GWEN BUTLER

EXAMINER'S INITIALS: **T. BROWN** FEB 29 1996

100001727011
-02/28/96--01092--002
****122.50 ****122.50

FILED
96 FEB 28 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
96 FEB 28 PM 12:14
DIVISION OF CORPORATIONS

Articles of Incorporation
of
DesignScapes, Inc.

FILED
96 FEB 28 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is DESIGNSCAPES, 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 15 Live Oak Road, Winter Garden, Florida 34787.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 15 Live Oak Road, in the City of Winter Garden, County of Orange, State of Florida. The name of the registered agent at such address is Kim W. Cline.

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 10,000 shares of Common Stock ("Common Stock"), \$.01 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>
Kim W. Cline	15 Live Oak Road Winter Garden, Florida 34787

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one (1). 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 names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Kim W. Cline	15 Live Oak Road Winter Garden, Florida 34787
Russell J. Cline	15 Live Oak Road Winter Garden, Florida 34787

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.

ARTICLE XIII

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

DATED at Winter Park, Orange County, Florida, this 27th
day of February, 1996

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

 **TANYA L. CAVANAUGH**
MY COMMISSION # CC 305062
EXPIRES: August 3, 1997
Bonded Thru Notary Public Underwriters

Tanya L. Cavanaugh
(Notary Signature)

Tanya L. Cavanaugh
(Notary Name Printed)

-6-

FILED
96 FEB 28 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

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

That DESIGNSIGN, 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 Winter Garden, County of Orange, State of Florida, has named KIM W. CLINE, 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 hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

Kim W. Cline
KIM W. CLINE

DATED: February 27, 1996.

P96000018544

APRIL 12, 1996

KIM W CLINE
15 LIVE OAK ROAD
WINTER GARDEN, FL. 34787
407-656-1796
407-656-1862 FAX

TO WHOM IT MAY CONCERN:

ENCLOSED YOU WILL FIND THE ARTICLES OF DISSOLUTION FOR DESIGNSCAPES,
INC. YOU WILL ALSO FIND A CHECK FOR \$35.00 FOR THE FEE INVOLVED.

THANK YOU FOR YOUR HELP IN THIS MATTER.

SINCERELY,

Kim W. Cline
KIM W. CLINE

400001785904
-04/18/96--01032--011
***\$35.00 ***\$35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
96 APR 18 AHID: 33

Voldis

APR 25 1996

ARTICLES OF DISSOLUTION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR 18 AM 10:33

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Design Scares, Inc.

SECOND: The articles of incorporation were filed on: February 28, 1996

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 12th day of April, 19 96.

Signature

Kim W. Cline

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Kim W. Cline

(Typed or printed name)

President/Incorporator

(Title)