

P96000020046

February 9, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: SOUTHERN STYLE LAWN & LANDSCAPE, INC.

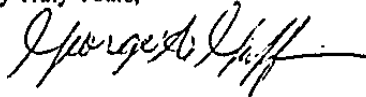
Ladies and Gentlemen:

100001729401  
-03/01/96--01060--011  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed please find the original and one (1) executed copy of the Articles of Incorporation, together with my check in the amount of one hundred twenty-two (\$122.50) dollars and fifty cents.

This represents the cost of the Filing Fees, Certified Copy of Articles Of Incorporation and Fee for Registered Agent Designation for the above name corporation.

Very Truly Yours,



George A. Griffin

Enclosures

MAR 5 1996) BSb

FILED  
96 MAR -1 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

OF

## SOUTHERN STYLE LAWN & LANDSCAPE, INC.

**FILED**  
96 MAR -1 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, natural persons competent to contract, does hereby form a Corporation under the laws of the State of Florida.

### ARTICLE I - CORPORATE NAME

The name of the corporation shall be Southern Style Lawn & Landscape, Inc. The mailing address is 1201 NW 16th Street, Fort Lauderdale, Florida 33311.

### ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

### ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with the foregoing business.
2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To carry out any business, occupations, undertaking, enterprise and exercising any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the intention that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, and as amended.

## **ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is ten thousand (10,000) shares. Such shares shall be of a single class, and shall have a par value of \$0.10 cents.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or
2. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

## **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Agent of this Corporation is:

Southern Style Lawn & Landscape, Inc.  
1201 NW 16th Street  
Fort Lauderdale, Florida 33311

## **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are as follows:

1. George A. Griffin  
1201 NW 16th Street  
Fort Lauderdale, Florida 33311

## ARTICLE - VII

- A. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) and not more than ten (10) Directors. A majority of the first Board of Directors named above shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.
- B. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation.
- C. The officers of this Corporation may consist of a President, Vice-President, Secretary, Treasurer, and such other officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws.

## ARTICLE - VIII

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are peculiarly or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorized any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

## ARTICLE IX

- A. Stockholders Agreements. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.
- B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of his being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

- C. **Directors liability.** No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.
- D. **Reimbursement of Directors.** In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

## **ARTICLE - X**

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation.

## **ARTICLE - XI**

- A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by sixty-five percent (65%) of the stock entitled to vote.
- B. The amending process contained in Paragraph A above may be suspended and amendments made if all of the Directors and Stockholders eligible to vote sign a written statement manifesting their intention that the amendments be adopted.

## **ARTICLE - XII**

No Stockholder shall have the right to sell, assign, 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 Stockholder; 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 thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of the Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately after his death on the terms set forth above, and this provision shall be binding on the executor, administrator, personal representative, heirs, successors and assigns of each Stockholder.


Each share certificate issued by the Corporation shall have printed or stamped thereon 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."

## ARTICLE - XIII

The names and addresses of the person(s) signing these Articles of Incorporation are as follows:

George A. Griffin  
1201 NW 16th Street  
Fort Lauderdale, Florida 33311

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 9th day of February, 1996.

  
George A. Griffin

STATE OF FLORIDA                    )

SS

COUNTY OF BROWARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared George A. Griffin known to me and known to be persons who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal, in the State and County aforesaid, this 9th day of February 1996.

\_\_\_\_\_  
Notary Public

(Notary Public, State of Florida at Large)

My commission expires: \_\_\_\_\_

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT**

**OF**


**Southern Style Lawn & Landscape, Inc.**

Pursuant to Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with registered office as indicated in the Articles of Incorporation at 1201 NW 16th Street, Fort Lauderdale, Florida 33311, has named George A. Griffin, located at the aforesaid address, as its Registered 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 Florida Law in keeping open said office.

  
George A. Griffin

FILED  
MAR - 1 PM 12:09  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE