



David Paul MONTGOMERY, Chartered

Trial Practice
Community Association Law
Personal Injury & Wrongful Death
Corporation and Business Law

Attorney at Law, Mediator and Arbitrator

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* Not admitted to practice in
the State of Florida

P 96 0000 43343
May 10, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

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RE: Pennington Landscape & Design, Incorporated

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Consent to Serve for Pennington Landscape Design, Incorporated and our firm's check in the amount of \$122.50 for filing of same.

Thank you for your cooperation and assistance.

Sincerely,

Teresa L. Gasper

Teresa L. Gasper
Assistant to Mr. Montgomery

tlg
Enclosures

FILED
96 MAY 16 PM 4:55
TALLAHASSEE, FLORIDA

R. CHESLER MAY 21 1996

ARTICLES OF INCORPORATION

OF

Pennington Landscape & Design, Incorporated

FILED
95 MAY 14 PM 4:55
CLERK OF DISTRICT
CLERK OF DISTRICT
CLERK OF DISTRICT

I, **Townsend Sanders Pennington, Jr.**, do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges as corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be:

Pennington Landscape & Design, Incorporated

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be money, property or services of

value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

Each shareholder of any case of stock of this corporation shall be entitled to full preemption rights to purchase any unissued, newly issue, or treasury shares of the corporation and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire share of any such unissued, newly issued, or treasury shares.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE VI

The principal street address and the initial registered office of this corporation is **2103 Manatee Avenue West, Bradenton, Florida 34205**, and the name of the initial registered agent of this corporation at that address is **David Paul Montgomery, Esquire**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The street address of the corporation's principal office is **7805 Senrab Drive Bradenton, FL 34209**.

ARTICLE VII

This corporation shall have **one** director initially. The number of directors of this corporation may be increased or decreased from time to time by the by-laws of this corporation, but which number of directors shall never be less than one.

ARTICLE VIII

The name and post office address of the member of the Board of Directors of this corporation, of whom shall hold office for a

period of one (1) year, or until their successor is duly elected and qualified is:

Townsend Sanders Pennington, Jr.
7805 Senrab Drive
Bradenton, FL 34209

ARTICLE IX

The incorporator of the Articles of Incorporation, together with their respective addresses are:

Townsend Sanders Pennington, Jr.
7805 Senrab Drive
Bradenton, FL 34209

ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefore by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions or motion, or action of the stockholder of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The by-laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors, and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent of holding an office or being a director or agent in this corporation. Vacancies in the officers and the directors of this corporation shall be filled as prescribed in the by-laws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto. The number and nature of the office may be

increased, deleted or changed by the by-laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on May 10, 1996.

Signed, sealed and delivered in the presence of:

Teresa L. Gasper
Teresa L. Gasper
Julie A. Bassett
Julie A. Bassett

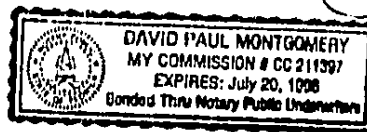
Townsend Sanders Pennington
Townsend Sanders Pennington

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared **Townsend Sanders Pennington**, who is personally well known to me and who upon first being duly sworn, deposes and says that he has read the foregoing Articles of Incorporation and that he has executed the same freely and voluntarily.

WITNESS my hand and official seal on May 10, 1996, at Bradenton, Florida.

David Paul Montgomery
Notary Public



**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND
THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

Pursuant to, and in compliance with, Sections 48.091 and 607.325, Florida Statutes, the following is submitted:

Pennington Landscape & Design, Incorporated, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Bradenton, County of Manatee, State of Florida, has named David Paul Montgomery, Esquire, as its registered agent to accept service of process within this state, who is located at the registered office at 2103 Manatee Avenue West, Bradenton, Florida 34205.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provision of said section relative to keeping open the registered office.

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority did personally appear David Paul Montgomery, Esquire, who is personally well known to me and who acknowledged before me that he consents to serve as registered agent of the above-named corporation at 2103 Manatee Avenue West, Bradenton, Florida 34205.

Teresa L. Gasper
Teresa L. Gasper, Witness

David Paul Montgomery (SEAL)
David Paul Montgomery, Esquire, as
Registered Agent

Julie A. Bassett
Julie A. Bassett, Witness

WITNESS my hand and official seal on May 10, 1996.

Teresa L. Gasper
Notary Public

