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MILTON H. BAXLEY II

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SUITE E
GAINESVILLE, FLORIDA 32601

MILTON H. BAXLEY II
PERSONAL INJURY AND WRONGFUL DEATH
TRIAL PRACTICE
GENERAL PRACTICE

CERTIFIED CIRCUIT COURT MEDIATOR

May 17, 1996

MAILING ADDRESS:
800 EAST UNIVERSITY AVENUE
SUITE E
GAINESVILLE, FLORIDA 32601

(904) 375-1616
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Reid's Landscaping Services, Inc. - Incorporation

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for Reid's Landscaping Services, Inc., and original and one copy of the Acceptance of the registered agent, for filing. Also enclosed is a check in the amount of \$122.50, which reflects the \$70.00 filing fee and \$52.50 for a certified copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

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-05/21/96--01043--012
***122.50 ***122.50

Very truly yours,

Milton H. Baxley II
Milton H. Baxley II

/kr
Enclosures

5/23/96
FILED
96 MAY 20 PM 12:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
REID'S LANDSCAPING SERVICES, INC.

5/17/98
FILED
5 PM '20
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation is **REID'S LANDSCAPING SERVICES, INC.**

ARTICLE II

The general nature and purpose of the business to be transacted, promoted, or carried on by this corporation is to engage in any activity or business permitted under the laws of the United States, the State of Florida, or any other State within the United States or its possessions.

ARTICLE III

(1) The amount of capital stock authorized shall be Ten Thousand and No/100 (\$10,000.00) Dollars. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be one hundred (100) shares of voting common stock, each having a par value of Ten and No/100 (\$10.00) Dollars.

(2) In the event that a stockholder, by which terms is included the executor, administrator, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any share of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the board of directors, first afford the corporation the right and privilege for ninety (90)

days to purchase such shares at a price to be agreed upon in writing between such stockholder and the majority of the board of directors. In default of such agreement within forty-five (45) days from receipt of notice by the majority of the board, **REID'S LANDSCAPING SERVICES, INC.**, shall appoint an appraiser or a corporation licensed to make appraisals for the purpose of appraising the value of the stock offered for sale, and the stockholder desiring to sell such stock shall appoint an appraiser or a corporation licensed to make appraisals for the purpose of appraising the shares offered for sale, and those appraisers or corporate appraisers shall each agree on a third appraiser or corporation licensed to make appraisals for the purpose of appraising the value of the stock offered for sale. Each appraiser so appointed shall make an independent appraisal of the value of such stock offered for sale and the agreement of any two of such appraisers shall be binding on both the corporation and the stockholder. It shall be mandatory upon the corporation to purchase said shares of stock if at the time of the transaction the surplus of its assets over its liabilities including capital is equal to or greater than the selling price agreed upon or the appraised fair market value of the total number of shares to be purchased, unless the members of the board of directors unanimously vote not to exercise the option to purchase said shares. The corporation shall give written notice of its intention to exercise its right to purchase said shares not more than ninety (90) days after receiving notice of the stockholder's desire to sell. If the corporation lacks sufficient assets to purchase the stock or if the board of directors unanimously vote not to exercise the option of the corporation to purchase said shares from the stockholder, said stockholder, after ninety (90) days from the date of notice to the majority of the board of directors of his desire to sell, must offer said shares to each

of the individual shareholders of said corporation pro rata, and if any one or more stockholders do not elect to exercise their right of purchase, the stock shall be offered to the remainder of the stockholders pro rata. If the corporation and all stockholders elect not to purchase said shares then the stockholder may offer said shares for sale on the open market. No stock of the corporation shall be transferred upon its books unless the foregoing provisions have been complied with by the stockholder, and any attempt to transfer such stock in any other manner will be void.

(3) Fifty-Two (52) shares of common stock are to be issued to JERRY M. REID, and Twenty-four (24) shares of common stock are to be issued to CHARLES D. REID, and Twenty-four (24) shares of common stock are to be issued to JONATHAN M. REID, and each of said shares of stock so issued shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE V

This corporation is to have a perpetual existence and shall commence its corporate existence on the date of acknowledgment of these Articles of Incorporation by the Secretary of State.

ARTICLE VI

The principal office of this corporation is to be located at 2321 N.W. 66th Court, Unit E1, Gainesville, Alachua County, Florida 32653.

ARTICLE VII

The number of directors of this corporation shall be three (3).

ARTICLE VIII

The names and street address of the first board of directors, subject to the provisions of these Articles of Incorporation, the By-Laws, and applicable Florida States, are as follows:

Jerry M. Reid
4407 N.W. 20th Terrace
Gainesville, Florida 32605

Charles D. Reid
4407 N.W. 20th Terrace
Gainesville, Florida 32605

Jonathan M. Reid
4407 N.W. 20th Terrace
Gainesville, Florida 32605

ARTICLE IX

The name and address of each subscriber to these Articles of Incorporation are as follows:

Jerry M. Reid
4407 N.W. 20th Terrace
Gainesville, Florida 32605

Charles D. Reid
4407 N.W. 20th Terrace
Gainesville, Florida 32605

Jonathan M. Reid
4407 N.W. 20th Terrace
Gainesville, Florida 32605

ARTICLE X

The stockholders of the corporation may remove any director for cause at a regular or special meeting called for that purpose, by a majority vote of the authorized outstanding shares of the corporation. Removal of a director without cause may be accomplished only by a vote of seventy-five (75%) percent of the authorized outstanding shares of the corporation at a regular or special meeting of the stockholders called for that purpose.

ARTICLE XI

The shares of common stock shall be in the first instance issued and sold only to persons who are directors, officers or employees of the corporation, as such status may be unanimously determined from time to time by the board of directors or in pursuance of a resolution unanimously adopted by said board. The determination by the board of directors of the right of any person to purchase shares of the common stock and also as to the value of the common stock shall be conclusive and binding upon all stockholders, except where otherwise specifically provided for in these Articles of Incorporation.

ARTICLE XII

In case of death, discharge, retirement, permanent disability, or voluntary severance of connection with the corporation of or by a director, officer-stockholder, or employee-stockholder, the corporation shall have a right to purchase from said stockholder, by which term is included the executor, administrator, personal representative, legatee or heirs at law, all stock of the corporation owned by him at the time of death, discharge, retirement, permanent disability, or voluntary severance of employment at any time within six (6) months from the date thereof at a price agreed upon in writing by the majority of the board of directors and the stockholder or in default of such agreement, the corporation shall, four (4) months from said termination of employment, appoint an appraiser or corporation licensed to make appraisals for the purpose of appraising the value of shares of stock of the corporation and to render a judgment in writing as to the fair market value of such shares not more than five (5) months from the date of said termination of employment. The fair market value of said shares so determined shall be binding on the corporation and the stockholder and it shall be mandatory upon the corporation to purchase said shares of stock if at the time of the

transaction the surplus of its assets over its liabilities including capital is equal to or greater than the selling price, unless the members of the board of directors unanimously vote against the purchase of said shares of stock in the corporation. The corporation shall give written notice of its intention to purchase the stock not more than six (6) months from the said termination of employment, otherwise, the stockholder may keep or dispose of his shares in any lawful manner.

ARTICLE XIII

Such amounts of any authorized unissued stock of this corporation as the board of directors, unanimously, from time to time may deem wise, but not exceeding ten (10%) percent of the total authorized capital stock, may be issued or sold at any time or times to such officers or employees of the corporation and for such consideration as the board may determine, without prior offer of the same to the stockholders of the corporation, and no stockholder of said corporation shall be entitled as a matter of right to subscribe for, purchase or receive any part of such issue or sale of such capital stock of said corporation or shall have any preemptive or preferential right to subscribe for or purchase the same.

ARTICLE XIV

Each stockholder entitled to vote at any election of directors of the corporation may cumulate his votes and give one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which his shares are entitled, or distribute his votes among the candidates as he sees fit. The terms of office of all members of the board of directors shall run concurrently and shall not be staggered.

ARTICLE XV

Officers of the corporation shall be elected by majority vote of the members of the board of directors.

ARTICLE XVI

The board of directors are without power to designate an executive committee to exercise the powers of the board of directors, unless by unanimous consent of the directors.

ARTICLE XVII

The corporation may be dissolved at any regular meeting of the stockholders by a vote of seventy-five (75%) percent of the outstanding shares of common stock or at a special meeting called for that purpose upon giving not less than thirty (30) days written notice to the stockholders and in case of such dissolution its affairs shall be wound up in the manner provided by law.

ARTICLE XVIII

In the event of disagreement among the members of the board of directors which prevents or substantially impairs the corporation in carrying on or transacting business necessary to its successful operation and when such disagreement continues beyond two regular meetings of the board of directors, the matter in dispute shall be submitted to arbitration. If the parties fail to reach an agreement during the arbitration proceedings, the final decision of the arbitrator as to a fair and equitable settlement on behalf of the corporation and the parties shall be voted on by the board. Said decision of the arbitrator may be adopted by a majority vote as being the decision of the board of directors, notwithstanding any other provision to the contrary herein stated in these Articles of

Incorporation. The names of two disinterested persons to act as arbitrators shall be set forth in the By-Laws, one of which shall be designated to act as an alternate in the event that the primary arbitrator is unavailable at the time of arbitration.


ARTICLE XIX

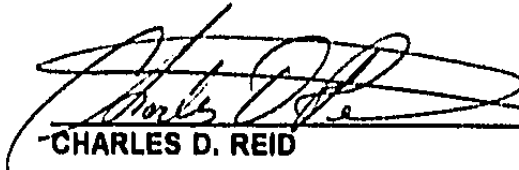
The corporation reserves the right to amend, alter or repeal any provision contained in these Articles of Incorporation in the manner provided by law upon approval of the board of directors, proposed by them to the stockholders and approved by the stockholders by a vote of seventy-five (75%) percent of the outstanding shares of the common stock of the corporation.

ARTICLE XX

The resident agent is JERRY M. REID, whose registered office is 4407 N.W. 20th Terrace, Gainesville, Alachua County, Florida 32605.

IN WITNESS WHEREOF, We, the undersigned, being the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation for profit to do business within and without the State of Florida, do hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and are for the purpose of becoming a corporation under the laws of the State of Florida, and We have hereunto set our hands and seals at Gainesville, Florida, this 17th day of May, 1996.

 (SEAL)
JERRY M. REID

 (SEAL)
CHARLES D. REID

 (SEAL)
JONATHAN M. REID

STATE OF FLORIDA)
COUNTY OF ALACHUA)

BEFORE ME, the undersigned authority, personally appeared **JERRY M. REID**, a party to the foregoing Articles of Incorporation, to me well known, and known to me to be the individual described in and who signed and executed the foregoing Articles of Incorporation, for the purpose of becoming incorporated under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Gainesville, Alachua County, Florida, this 17th day of May, 1996.




Notary Public
State of Florida at Large

Karen L. Russell
Typed or Printed Name of Notary Public

My Commission Expires:

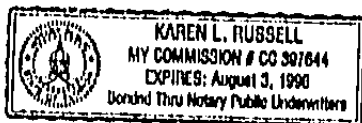
Personally Known ✓ OR
Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA)
COUNTY OF ALACHUA)

BEFORE ME, the undersigned authority, personally appeared **CHARLES D. REID**, a party to the foregoing Articles of Incorporation, to me well known, and known to me to be the individual described in and who signed and executed the foregoing Articles of

Incorporation, for the purpose of becoming incorporated under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Gainesville, Alachua County, Florida, this 17th day of May, 1996.



Karen L. Russell

Notary Public
State of Florida at Large

Karen L. Russell

Typed or Printed Name of Notary Public

My Commission Expires:

Personally Known ☒ OR

Produced Identification _____

Type of Identification Produced _____

STATE OF FLORIDA)
COUNTY OF ALACHUA)

BEFORE ME, the undersigned authority, personally appeared **JONATHAN M. REID**, a party to the foregoing Articles of Incorporation, to me well known, and known to me to be the individual described in and who signed and executed the foregoing Articles of Incorporation, for the purpose of becoming incorporated under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Gainesville, Alachua County, Florida, this 17th day of May, 1996.



Karen L. Russell

Notary Public
State of Florida at Large

Karen L. Russell

Typed or Printed Name of Notary Public

My Commission Expires:

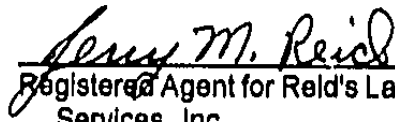
Personally Known ☒ OR

Produced Identification _____

Type of Identification Produced _____

ACCEPTANCE

I agree as registered agent to accept service of process; to keep office open during prescribed hours, to post my name (and any other officer of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


Registered Agent for Reid's Landscaping
Services, Inc.
JERRY M. REID
4407 N.W. 20th Terrace
Gainesville, Florida 32605

FILED
96 MAY 20 PM 12:20
CLERK OF STATE
TALLAHASSEE, FLORIDA