

P96000061507



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728393

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

U.S. Lawns of Clearwater Inc.

☐ Walk In

☐ Pick Up Time

☒ Certified Copy

☐ Mail Out

☐ Certificate of Status

☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

**RUSH**

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |                                      |
|-------------------------------------|--------------------------------------|
| <input type="checkbox"/>            | Amendment                            |
| <input type="checkbox"/>            | Resignation of R.A. Officer/Director |
| <input type="checkbox"/>            | Change of Registered Agent           |
| <input type="checkbox"/>            | Dissolution/Withdrawal               |
| <input checked="" type="checkbox"/> | Merger                               |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

99  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APR 14 PM 1:06  
FILED

Merger & N.C.  
4-14-99  
CC

RECEIVED  
99 MAR 31 PM 3:21

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

U.S. LAWNS OF CLEARWATER, INC., a Florida corporation, K77732

INTO

U. S. LAWNS OF SARASOTA, INC. which changed its name to  
**THREE QUARTER INC.**, a Florida corporation, P96000061507

File date: April 14, 1999

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

April 1, 1999

UCC FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: U. S. LAWNS OF SARASOTA, INC.  
Ref. Number: P96000061507

We have received your document for U. S. LAWNS OF SARASOTA, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

ATTN

Letter Number: 899A00016538

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 APR 14 AM 11:30

RECEIVED

**ARTICLES OF MERGER OF  
U.S. LAWNS OF CLEARWATER, INC. WITH AND INTO  
U.S. LAWNS OF SARASOTA, INC.**

FILED  
99 APR 14 PM 1:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

On January 6, 1999, pursuant to the provisions of Section 607.1101, *Florida Statutes (1998)*, as evidenced by the record of corporate action attached hereto as Exhibit "A", the respective Boards of Directors and Shareholders of U.S. LAWNS OF CLEARWATER, INC. and U.S. LAWNS OF SARASOTA, INC., approved, recommended and adopted the following Articles of Merger:

The *Plan of Merger* of U.S. LAWNS OF CLEARWATER, INC., a Florida corporation, with and into U.S. LAWNS OF SARASOTA, INC., a Florida corporation, with U.S. LAWNS OF SARASOTA, INC. being the surviving corporation, is set forth below:

1. U.S. LAWNS OF CLEARWATER, INC., a Florida corporation ("CLEARWATER") shall merge with and into, U.S. LAWNS OF SARASOTA, INC., a Florida corporation ("SARASOTA"), with SARASOTA as the surviving corporation.

2. Upon the consummation of the merger of CLEARWATER with and into SARASOTA, the separate existence of CLEARWATER shall cease. SARASOTA, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of SARASOTA shall not be affected by the merger and upon the merger, SARASOTA, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights,

privileges, powers and franchises of prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with **CLEARWATER** shall be preserved and remain unimpaired by the merger, all liens upon the properties of **CLEARWATER** shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of **CLEARWATER** shall henceforth attach to and may be enforced against **SARASOTA** to the same extent as if such obligations and duties have been incurred by **SARASOTA**. Additionally, any existing claim or action or proceeding pending by or against **CLEARWATER** or **SARASOTA** may be continued as if the merger did not occur or **SARASOTA** may be substituted in such proceedings for **CLEARWATER**.

3. The manner in which the shares of **CLEARWATER** stock shall be converted into shares of **SARASOTA** are as follows:

a. At the effective date of the merger, each share of **SARASOTA** issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of common stock of **CLEARWATER** issued and outstanding shall be converted into one share of common stock of **SARASOTA**.

4. The Articles of Incorporation of **SARASOTA** in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of **SARASOTA**, except that Article I of the Articles of Incorporation of **SARASOTA** shall be amended in its entirety to read as follows:

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of January, 1999, by Todd L. Moerchen, President of U.S. LAWNS of CLEARWATER, a Florida corporation, on behalf of the corporation. They are personally known to me [~~or have produced~~ as identification] and did [did not] take an oath.

Ann Tatch

Notary Signature



Ann Tatch  
MY COMMISSION # CCS40701 EXPIRES  
March 18, 2000  
Bonded Thru TROY FARM INSURANCE, INC.

Name of Notary, typed, printed or stamped

Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_

(NOTARY'S SEAL)

STATE OF FLORIDA  
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of January, 1999, by Michael F. Carlo, President of U.S. LAWNS of SARASOTA INC., a Florida corporation, on behalf of the corporation. They are personally known to me [~~or have produced~~ as identification] and did [did not] take an oath.

Clarence Long III

Notary Signature

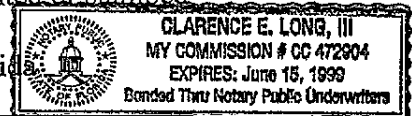
CLARENCE LONG III

Name of Notary, typed, printed or stamped

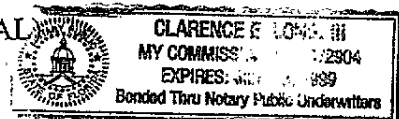
Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

Commission Number: \_\_\_\_\_



(NOTARY'S SEAL)



**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of the corporation shall now be known as ***THREE QUARTER INC.*** and its principal office shall be located at 341 N. Maitland Avenue, Suite 340, Maitland, Florida 32751.

DATED this 6<sup>th</sup> day of January, 1999.

**U.S. LAWNS OF CLEARWATER**

By: Todd L. Moerchen, President  
Todd L. Moerchen, President

**U.S. LAWNS OF SARASOTA**

By: Michael F. Carlo, President  
Michael F. Carlo, President

---

**WRITTEN CONSENT OF THE SOLE DIRECTOR OF U.S. LAWNS  
OF CLEARWATER, INC. TO ACTION IN LIEU OF A  
MEETING OF THE BOARD OF DIRECTORS  
PURSUANT TO SECTION 607.0821 OF THE FLORIDA STATUTES**

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The undersigned, being the sole director of *U.S. LAWNS OF CLEARWATER INC., a Florida corporation*, hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Section 607.0821 of the Florida Statutes:

**RESOLVED**, that the merger of *U.S. LAWNS OF CLEARWATER INC.*, a Florida corporation, hereinafter referred to as "*CLEARWATER*" with and into *U.S. LAWNS OF SARASOTA, INC.*, hereinafter referred to as "*SARASOTA*" is hereby approved;

**FURTHER RESOLVED**, that the *Plan of Merger* between *SARASOTA* and *CLEARWATER*, a copy of which is attached hereto as Exhibit "A", is hereby ratified, confirmed, authorized and approved;

**FURTHER RESOLVED**, that the *Plan of Merger* be submitted to the Shareholders of the Corporation for their approval;

**FURTHER RESOLVED**, that the President of *CLEARWATER*, *Todd L. Moerchen* is hereby authorized and directed, upon approval of the *Plan of Merger* by the Shareholders of *CLEARWATER*, to execute *Articles of Merger* and any other documents, and to take such other actions, as he deems necessary and desirable to effect the merger of *CLEARWATER* with and into *SARASOTA* under the laws of the State of Florida; and

**FURTHER RESOLVED**, that following the merger of *CLEARWATER*, with and into *SARASOTA*, the following individuals shall serve as



**FURTHER RESOLVED**, that following the merger of *CLEARWATER*, with and into *SARASOTA*, the following individuals shall serve as officers of the Corporation until their successors are duly elected and have qualified:

|                        |                         |
|------------------------|-------------------------|
| <b>PRESIDENT:</b>      | <i>Michael F. Carlo</i> |
| <b>VICE PRESIDENT:</b> | <i>Todd L. Moerchen</i> |
| <b>SECRETARY:</b>      | <i>Michael F. Carlo</i> |
| <b>TREASURER:</b>      | <i>Todd L. Moerchen</i> |

Dated this 6<sup>th</sup> day of January, 1999.

*Todd L. Moerchen, President*  
Todd L. Moerchen, President

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**WRITTEN CONSENT TO ACTION IN LIEU OF  
A MEETING OF THE SOLE SHAREHOLDER OF U.S. LAWNS OF  
CLEARWATER, INC. PURSUANT TO SECTION 607.0704  
OF THE FLORIDA STATUTES**

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The undersigned, being the sole shareholder of *U.S. LAWNS OF CLEARWATER, INC.*, a Florida corporation, hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the corporation pursuant to Section 607.0704 of the Florida Statutes:

**RESOLVED:** That the sole shareholder consents to the approved plan of merger between *U.S. LAWNS OF SARASOTA, INC.* and *U.S. LAWNS OF CLEARWATER, INC.*, with *U.S. LAWNS OF SARASOTA, INC.* as the surviving corporation. The *Plan of Merger* shall be adopted and incorporated into the *Articles of Merger*.

**DATED** this 6<sup>th</sup> day of January, 1999.

  
\_\_\_\_\_  
Todd Moerchen

---

**WRITTEN CONSENT OF THE SOLE DIRECTOR OF  
U.S. LAWNS OF SARASOTA, INC. TO ACTION IN LIEU OF A MEETING  
OF THE BOARD OF DIRECTORS PURSUANT TO SECTION 607.0821  
OF THE FLORIDA STATUTES**

---

The undersigned, being the sole director of *U.S. LAWNS OF SARASOTA INC., a Florida corporation*, hereby consents to, authorizes, adopts and approves the following corporate actions and resolutions by written consent in lieu of a meeting of the Board of Directors of the Corporation pursuant to Section 607.0821 of the Florida Statutes:

**RESOLVED**, that the merger of *U.S. LAWNS OF CLEARWATER INC.*, a Florida corporation, hereinafter referred to as "*CLEARWATER*" with and into *U.S. LAWNS OF SARASOTA, INC.*, hereinafter referred to as "*SARASOTA*" is hereby approved;

**FURTHER RESOLVED**, that the *Plan of Merger* between *SARASOTA* and *CLEARWATER*, a copy of which is attached hereto as Exhibit "A", is hereby ratified, confirmed, authorized and approved;

**FURTHER RESOLVED**, that the *Plan of Merger* be submitted to the Shareholders of the Corporation for their approval;

**FURTHER RESOLVED**, that the proper officers of *SARASOTA* are hereby authorized and directed, upon approval of the *Plan of Merger* by the Shareholders of *SARASOTA*, to execute *Articles of Merger* and any other documents, and to take such other actions, as they deem necessary and desirable to effect the merger of *CLEARWATER* with and into *SARASOTA* under the laws of the State of Florida; and

**FURTHER RESOLVED**, that following the merger of **CLEARWATER**, with and into **SARASOTA**, the following individuals shall serve as officers of the Corporation until their successors are duly elected and have qualified:

**PRESIDENT:** *Michael F. Carlo*

**VICE PRESIDENT:** *Todd L. Moerchen*

**SECRETARY:** *Michael F. Carlo*

**TREASURER:** *Todd L. Moerchen*

Dated this 6<sup>th</sup> day of January, 1999.

*M. F. Carlo*  
\_\_\_\_\_  
*Michael F. Carlo, President*

**WRITTEN CONSENT TO ACTION IN LIEU OF A MEETING  
OF THE SHAREHOLDERS OF U.S. LAWNS OF SARASOTA, INC.  
PURSUANT TO SECTION 607.0704 OF THE FLORIDA STATUTES**

The undersigned, being all of the shareholders of *U.S. LAWNS OF SARASOTA, INC.*, a Florida corporation, hereby consent to, authorize, adopt and approve the following corporate actions and resolutions by written consent in lieu of a meeting of the shareholders of the corporation pursuant to Section 607.0704 of the Florida Statutes:

**RESOLVED:** That the shareholders unanimously consent to the approved plan of merger between *U.S. LAWNS OF SARASOTA, INC.* and *U.S. LAWNS OF CLEARWATER, INC.*, with *U.S. LAWNS OF SARASOTA, INC.* as the surviving corporation. The *Plan of Merger* shall be adopted and incorporated into the *Articles of Merger*.

DATED this 6<sup>th</sup> day of January, 1999.

  
Todd Moerchen

  
Michael F. Carlo