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120 EAST MAPLE STREET  
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REPLY TO:  
P.O. BOX 770791  
WINTER GARDEN, FLORIDA 34777-0791

March 31, 1997

600002132426--8  
-04/03/97-01042--017  
\*\*\*122.50 \*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Dear Sir or Madame:

Enclosed herewith is the duly executed original and a copy of the Articles of Incorporation of the proposed corporation of CHAPMAN'S NURSERY, INC. and a check in the amount of \$ 122.50 for payment of costs involved in filing this proposed corporation.

Please, endorse your approval of the Articles of Incorporation on the copy, certify and return said copy to this office at your earliest convenience.

Thank you so much for your assistance in this matter.

Very truly yours,

*Melissa D. Munroe*  
Melissa D. Munroe

FILED  
91 APR -3 11:10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

*all/lyg*  
*JD*

**ARTICLES OF INCORPORATION  
OF  
CHAPMAN'S NURSERY, INC.**

**ARTICLE I. - NAME**

The name of this Corporation is CHAPMAN'S NURSERY, INC.

**ARTICLE II. - DURATION**

This Corporation shall exist perpetually.

**ARTICLE III. - PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business or activities at any of its branches at one or more offices or agencies, both within and without the State of Florida, in any and all other states, territories and colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

**ARTICLE IV. - CAPITAL STOCK**

The amount of paid capital with which the Corporation will commence business is ONE HUNDRED and NO/100 (\$100.00) DOLLARS.

This Corporation is authorized to issue ONE HUNDRED (100) shares of Common Stock of ONE and NO/100 (\$1.00) DOLLARS per share par value which shall be designated Common Shares.

FILED  
97 APR -3 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V. - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which the stockholder already holds, shall have the right to purchase a pro rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which the stock is offered to others.

**ARTICLE VI. - BOARD OF DIRECTORS**

This Corporation shall be conducted and managed by two (2) Directors. The number of Directors may be fixed from time to time by the By-Laws of the Corporation but shall never be less than one.

The names and addresses of the initial Directors of this Corporation and their respective offices are:

AMANDA CHAPMAN.....President/Director  
P.O. Box 526, Plymouth, FL 32768  
TOBY CHAPMAN..... Sec./Treasurer/Director  
P.O. Box 526, Plymouth, FL 32768

**ARTICLE VII. - INCORPORATORS**

The names and place of residence of the original subscriber of the capital stock, numbers of shares subscribed and the value of the consideration therefor which subscribers agree to take are as follows:

AMANDA CHAPMAN, 3600 Kelly Park Road, Apopka, FL 32712  
51..... shares of stock at \$1.00 per share;  
TOBY CHAPMAN, 3600 Kelly Park Road, Apopka, FL 32712  
49..... shares of stock at \$1.00 per share;

**ARTICLE VIII. - BY-LAWS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner as hereunder prescribed by statutes, and all rights conferred on Stockholders herein are granted subject to this reservation.

The undersigned, being the Original Subscribers to the capital stock hereinabove named, for the purpose of forming a Corporation to do business within the State of Florida, does make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and so respectively agree to take the number of

shares of stock hereinabove set forth and accordingly have hereunto  
set our hand and seal, this 30<sup>th</sup> day of March, 1997.

*Amanda Chapman*  
AMANDA CHAPMAN

*Toby K Chapman*  
TOBY CHAPMAN

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, personally  
appeared AMANDA and TOBY CHAPMAN, to me known, and they acknowledge  
that they are the persons who made and subscribed the above and  
foregoing Articles of Incorporation for the uses and purposes  
therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal  
this date

*Melissa D. Munroe*  
Notary Public



MELISSA D MUNROE  
My Commission CC371308  
Expires May, 09, 1998  
Bonded by HAI  
800-422-1555

STATE OF FLORIDA  
DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

CHAPMAN'S NURSERY, INC. is a Corporation organized under the Laws of the State of Florida and the following is submitted in compliance with Chapter 48.091, Florida Statutes.

The Principal Office of this Corporation is located in the City of Apopka, County of Orange, State of Florida, its Post Office address is P.O. Box 526 Plymouth, Florida 32768, and has named MELISSA D. MUNROE, 120 East Maple Street, Post office Box 70191 Winter Garden, Florida 34777, 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 the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.



MELISSA D. MUNROE as  
Registered Agent

FILED  
APR 3 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA