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(RETIRED)

SUITE 500 ADAMS BUILDING  
2601 EAST OAKLAND PARK BOULEVARD  
FORT LAUDERDALE, FLORIDA 33308  
TELEPHONE 565-0500  
AREA CODE 954

FILED  
97 APR 14 AM 11:09  
TALLAHASSEE, FLORIDA

April 11, 1997

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Kelly Irrigation Supply and Sales Corporation

Gentlemen:

Enclosed please find original and copy of the Articles of Incorporation with Designation and Acceptance of Resident Agent for the above-named corporation, along with our check in the amount of \$122.50. Kindly return a certified copy of the Articles to the undersigned. Thank you.

Sincerely,

MORGAN, CARRATT AND O'CONNOR, P.A.

By:



Michael E. O'Connor

MEO:lm  
Enclosures  
cc: Mr. R. Stanford Kelly

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APR 14 1997

**ARTICLES OF INCORPORATION OF**  
**KELLY IRRIGATION SUPPLY AND SALES CORPORATION**

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TALLAHASSEE, FLORIDA

The undersigned does hereby form a corporation under the laws of the State of Florida by and under the provisions of the Statutes of said State, providing for the formation, rights, privileges, immunities and liabilities of corporations for profit.

**ARTICLE I**

The name of the corporation shall be KELLY IRRIGATION SUPPLY AND SALES CORPORATION, and its mailing address is 4676 Gleneagles Drive, Boynton Beach, Florida 33436.

**ARTICLE II**

The corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE III**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time is five thousand (5,000) shares of common stock having a par value of One Dollar (\$1.00) per share. All of the shares of capital stock of the corporation are to be issued fully paid and non-assessable.

The holders of the common stock of the corporation shall have no preemptive rights as such holders to acquire any shares of stock or securities of any class that may at any time be issued by the corporation.

#### **ARTICLE IV**

The street address of the initial registered office of the corporation in the State of Florida until same is changed by authority and direction of the board of directors shall be as follows: 2601 East Oakland Park Boulevard, Suite 500, Ft. Lauderdale, FL 33306.

The initial registered agent is MICHAEL E. O'CONNOR.

#### **ARTICLE V**

The business of the corporation shall be initially managed by a board of directors consisting of one (1) member. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than the number required by law. No decrease in the number of directors shall shorten the term of any incumbent director. A quorum for the holding of a meeting of the board of directors on behalf of the corporation shall be by a majority of the members thereof. The directors, by unanimous consent in writing, included among the minutes of the corporation, may consent to the doing of any act and such consent in writing shall have the same force and effect as though a formal meeting had been held, pursuant to call being duly made, and as though the said act had been done and authorized at a meeting at which a quorum had been present.

#### ARTICLE VI

The name and post office address of the member of the first board of directors, who, subject to the provisions of these Articles of Incorporation, the by-laws of the corporation, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected or appointed and shall have qualified, are as follows:

Name

Address

P. Stanford Kelly

4676 Gleneagles Drive  
Boynton Beach, FL 33436

#### ARTICLE VII

The name and post office address of the incorporator to these Articles of Incorporation is as follows:

Name

Address

P. Stanford Kelly

4676 Gleneagles Drive  
Boynton Beach, FL 33436

#### ARTICLE VIII

The capital stock of this corporation may be paid for in money, property, labor or services, at a just valuation to be fixed by the board of directors. Stock in other corporations, or interests in other businesses, may be purchased by the corporation in return for the issuance of its capital stock, and the in return for the issuance of its capital stock, and the number of shares of stock of the corporation to be given as consideration for the stock of other corporations or

interests in other businesses shall be determined by the board of directors of the corporation at a just valuation.

#### **ARTICLE IX**

The stockholders of the corporation are authorized to enter into agreements among themselves limiting the transferability and assignability of their shares of stock of the corporation, and/or conferring upon each other pre-emptive rights of purchase of stock owned by them in the corporation as a condition precedent to the sale of their shares of stock, and any such agreement of which the corporation has notice shall be recognized and observed by the directors, officers and agents of the corporation.

#### **ARTICLE X**

The initial by-laws shall be adopted by the board of directors. The power to alter, amend, or repeal the by-laws or to adopt new by-laws shall be vested in the board of directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with these Articles of Incorporation.

#### **ARTICLE XI**

At a special meeting of the shareholders expressly called for that purpose, any director or the entire board of directors may be removed with or without cause by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE XII**

The corporation reserves the right from time to time to amend, alter, or repeal any provision in the Articles of Incorporation in any manner now or hereafter permitted by any applicable statute.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup> day of APRIL, 1997.

P. At U Kelly  
P. Stanford Kelly

STATE OF FLORIDA  
COUNTY OF BROWARD

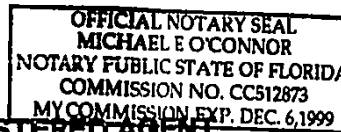
Before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared P. Stanford Kelly, to me well known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

Form of identification: personally known;  
An oath was (was not) taken.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 11 day of APRIL, 1997.

Michael E. O'Connor  
Notary public

My commission expires:



**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with, and accept, the duties and responsibilities as registered agent for the above corporation.

Michael E. O'Connor  
Registered Agent