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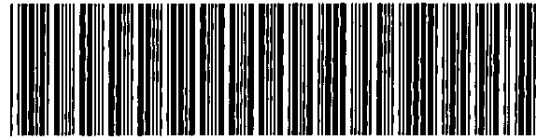
(Business Entity Name)

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FILED
06 JUN 28 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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June 20, 2006

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

SUBJECT: **-Articles of Amendment-
J. SIERRA, INC.**

Enclosed is an original and one (1) copy of the articles of amendment of a corporation, and a check in the amount of \$35.00 in payment of filing fees.

From: **Juan C. Sierra
318 Indian Trace, #742
Weston, FL 33326**

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
J. SIERRA, INC.**

Document No. P97000036254

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Florida Corporation adopts the following articles of amendment to its articles of incorporation.

ARTICLE I- AMENDMENTS ADOPTED

All original articles of incorporation are changed to the following new amended articles:

Amended Article I – Name

The Name of the corporation is:

LAWNCARE USA GROUP, CORP.

Amended Article II – Principal Office

The principal place of business and mailing address of this corporation is:

**318 Indian Trace, #742
Weston, FL 33326**

Amended Article III –Directors/Officers

The names and address of the Directors/Officers are:

President and Director: Juan C. Sierra, 318 Indian Trace, #742, Weston, FL 33326

Secretary and Director: Azenet Sierra, 318 Indian Trace, #742, Weston, FL 33326

Amended Article IV – Shares

The number of shares that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares with a \$1.00 par value.

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Amended Article V –registered Agent and Address

The name and address of the registered agent for this corporation is

**Juan C. Sierra
318 Indian Trace, #742
Weston, FL 33326**

Amended Article VI – Purpose

The Purpose of this corporation is: Horticultural services including lawn care, landscaping, plant nursery and related services as well as any or all-lawful business permitted under the laws of the United States, the State of Florida, and any other state, county, territory or nation.

Amended Article VII – Duration

The corporation shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by its directors.

Amended Article VIII – Pre-emptive Rights

Every shareholder, upon the sale of stock by the corporation whether it be previously unissued shares authorized in the Articles of Incorporation filed originally or new shares created by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

Amended Article IX- Beginning of Corporate Existence

The date when the corporate existence of this corporation shall begin business shall be the time of filing of the original Articles of Incorporation by the Department of State on 04/21/1997.

Amended Article X- Limitation of Liability

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

Amended Article XI- Self Dealing

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided by the fact that he is so interested shall be disclosed or shall be known to the Board of Directors of the corporation, or such member thereof as shall be present at any meeting of the Board at which action upon such contract or transaction shall be taken. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

Amended Article XII- Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders and approved at the stockholders meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

Certificate of Designation of Registered Agent/Registered Office

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in the designation of the registered Agent/Registered Office, located in the State of Florida:

The name and address of the registered agent for this corporation is:

**Juan C. Sierra
318 Indian Trace, #742
Weston, FL 33326**

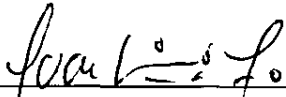
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ARTICLE II- Date of Adoption of the Amendment


The date of adoption of the amendment is June 20, 2006.

ARTICLE III- Adoption of the Amendment

The amendment is adopted by the shareholders and the number of votes cast for the amendment is sufficient for approval.



Signature
Juan C. Sierra
President, Director, and Registered Agent



Signature
Azenet Sierra
Secretary and Director