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Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
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BASIC AMENDMENT

FIRST COAST TERMITE & PEST CONTROL, INC

Certificate of Status	0
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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FIRST COAST TERMITE & PEST CONTROL, INC.

In accordance with Section 607.1007, Florida Statutes, the Board of Directors of First Coast Termite & Pest Control, Inc., a Florida corporation (the "Corporation"), hereby amends and restates in its entirety the Corporation's Articles of Incorporation as follows:

ARTICLE I. NAME

The name of the Corporation is: First Coast Termite & Pest Control, Inc.

ARTICLE II. ADDRESS

The street address of the principal office and the mailing address of the Corporation is:

1239 Rogero Road  
Jacksonville, Florida 32211

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the Corporation began on May 1, 1997.

ARTICLE IV. DURATION

The duration of the Corporation is perpetual.

ARTICLE V. GENERAL PURPOSES

The general purposes for which the Corporation has been organized are to engage in any business permitted under the laws of the United States and the State of Florida.

ARTICLE VI. CAPITAL STOCK

The capital stock of the Corporation shall consist of One Hundred (100) shares of voting common stock, having a par value of \$.01 per share.

Prepared by Richard G. Boswinkle, Esq.  
Holland & Knight LLP (904)354-4141  
One Independent Drive #2000  
Jacksonville, FL 32202  
Fla. Bar No. 974950

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#### ARTICLE VII. REGISTERED OFFICE AND AGENT

The Corporation designates 2596 College Street, Jacksonville, Florida 32205 as the street address of the registered office of the Corporation and names James L. Lusk the Corporation's registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. DIRECTORS

The number of directors shall be increased or decreased from time to time, in accordance with the bylaws, but shall never be less than one (1). A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification, or removal from office. The name of the initial director is James L. Lusk.

#### ARTICLE IX. INCORPORATION

The noted and street address of the incorporator is:

Name: James L. Lusk

Address: 2596 College Street  
Jacksonville, FL 32205

#### ARTICLE X. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of the Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of the Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ARTICLE XI. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned, in his capacity as a duly authorized officer of the Corporation, has executed these Amended and Restated Articles of Incorporation this 30th day of December, 1998.

FIRST COAST TERMITE & PEST CONTROL, INC.

BY: 

JAMES L. LUSK, PRESIDENT

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