



P97000052520

ACCOUNT NO. : 072100000032

REFERENCE : 427365 132361A

AUTHORIZATION :

COST LIMIT :

Patricia Pyzdek
\$ 70.00

ORDER DATE : June 13, 1997

ORDER TIME : 9:35 AM

ORDER NO. : 427365-005

900002211619--9

CUSTOMER NO: 132361A

CUSTOMER: A. Clifton Black, Esq
A. CLIFTON BLACK, ESQ

903 West Emmett Street

Kissimmee, FL 34741

DOMESTIC FILING

NAME: CONSULTANTS FOR ENVIRONMENTAL
DESIGN, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS:

8

FILED
97 JUN 13 PM 1:37
STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 JUN 13 AM 11:31
DIVISION OF CORPORATION

84 JUN 13 1997

**ARTICLES OF INCORPORATION
OF
CONSULTANTS FOR ENVIRONMENTAL DESIGN, INC.**

FILED

97 JUN 13 PM 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, the subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form this Corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Consultants for Environmental Design, Inc.

ARTICLE II - NATURE OF BUSINESS

The nature of the business of this corporation shall be to render landscape architectural services and related consulting services in the State of Florida, to provide any necessary, related goods and services, and to do all other things permitted by law.

ARTICLE III - POWERS

This corporation shall have all powers provided by law, including the power to do each and every thing necessary or suitable or proper for the accomplishment of any one of its purposes or the attainment of any one or more of the objectives enumerated hereinabove.

ARTICLE IV-STOCK

The authorized capital stock of this corporation shall be one hundred (100) shares of common stock at one dollar (\$1.00) per share par value. The common stock shall have exclusive voting power. Profits realized by the corporation in any one year beyond the sum necessary to increase inventory and to expand the corporation shall be applicable to the stockholders as agreed upon by the Board of Directors or as otherwise herein provided. Nothing herein shall be deemed to limit the corporation in meeting any applicable requirements for preferred or selected treatment under the United States Internal Revenue Code. Consideration on issuance thereof shall be determined by the Board of Directors; provided, however, that each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional part of any unissued or treasury shares of this corporation, or securities of the corporation convertible into or carrying a right, warranty or option to subscribe to or acquire such shares, which may be issued at any time by the corporation. The shareholders may, by unanimous written consent, provide for restrictions to be placed upon the transferability of shares for a right on the part of the corporation or one or more shareholders of first refusal as to any transfer by any shareholder or shareholders and may further provide for the terms and conditions of said restriction or said right or rights of refusal, including but not limited to the creation of a mode or manner by which the valuation or sale price of any such said shares may be determined.

ARTICLE V- INITIAL CAPITAL

The amount of capital with which this corporation will begin is not less than one hundred and no/100 dollars (\$100.00).

ARTICLE VI - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII - ADDRESS

The initial address of this corporation shall be 903 W. Emmett Street, Kissimmee, Florida, 34741. The registered agent at the corporate address is A. Clifton Black. The Board of Directors or any other governing person or persons as provided herein may, from time to time, move the office to any other address in Florida.

ARTICLE VIII - EXERCISE OF CORPORATE POWERS, DUTIES, MANAGEMENT

This corporation shall be managed by its Board of Directors; provided, however, that the Board of Directors may, from time to time, delegate certain responsibilities for the management of the business and affairs of the corporation to one or more officers of the corporation, or to a management committee. Upon delegation of any corporate powers or duties by the Board of Directors to any person or persons, the corporation may indemnify said person or persons for any acts or omissions occurring in the performance or discharge of powers or duties, if and to the extent provided by law.

ARTICLE IX - VOTING SHAREHOLDERS'
DEADLOCK, ARBITRATION, MEDIATION

In any and all action requiring voting by shareholders, each outstanding share shall be entitled to one vote. A two-thirds majority of the shareholders may, through adoption of a by-law, or other written agreement, provide for the resolution of any matter upon which voting of the shareholders is not decisive or determinative, by referral or such said matter or matters to any person, persons, or entity, for arbitration, mediation, or other amicable resolution.

ARTICLE X - MEETINGS

Meetings of the shareholders and the Board of Directors and notice requirements, if any, shall be as prescribed by the By-Laws, or as otherwise provided by law.

ARTICLE XI - BY-LAWS

The right to adopt or to amend By-Laws shall be reserved for the shareholders. The manner of the amendment shall be as set forth in the By-Laws.

ARTICLE XII - BOARD OF DIRECTORS

This corporation shall have one or more directors. The name and address of the first Board of Directors is:

Robert E. Dickinson
7 Blakefield Court
Palm Coast, FL. 32137

John Frake
7 Blakefield Court
Palm Coast, FL. 32137

The duties, responsibilities, and constituency of the Board of Directors shall be governed by Section 481.319, Florida Statutes, as the same may, from time to time be amended. One or more directors must be a licensed landscape architect in the State of Florida. Neither the shareholder nor the board shall take any action, directly or indirectly, in contravention of the provisions of said statute.

ARTICLE XIII-OFFICERS

The initial officers shall be:

Robert E. Dickinson
7 Blakefield Court
Palm Coast, FL. 32137
President.

John Frake
7 Blakefield Court
Palm Court, FL 32137
Vice President, Secretary.

The officers of the corporation shall conduct their duties consistent with Chapter 481, Florida Statutes, and the rules and regulations promulgated by the Department of Business and Professional Regulation. One or more officers of this corporation shall be a licensed landscape architect under the State of Florida.

ARTICLE XIV - INCORPORATORS

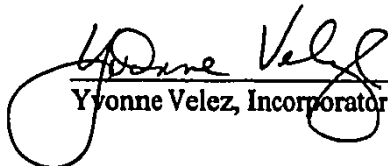
The name and address of the Incorporator of these Articles of Incorporation is:

Yvonne Velez
903 W. Emmett Street
Kissimmee, FL. 34741

ARTICLE XV - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I, the undersigned, being the original Incorporator of Consultants for Environmental Design, Inc. do hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and correct, and accordingly I have executed these Articles of Incorporation, this 12th day of June, 1997.


Yvonne Velez, Incorporator

ACKNOWLEDGMENT

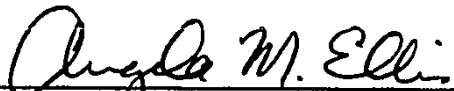
STATE OF FLORIDA
COUNTY OF OSCEOLA

BEFORE ME, the undersigned authority, personally appeared YVONNE VELEZ, to me known, and who acknowledged before me that she executed the foregoing freely and voluntarily for the purposes expressed herein.

WITNESS my hand and official seal in the state and county above stated this 12th day of June, 1997.

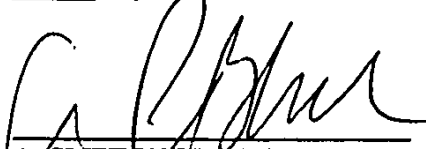


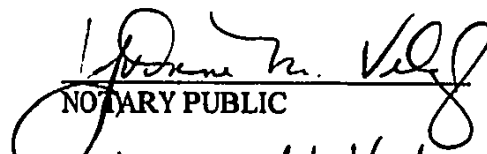
ANGELA M. ELLIS
My Comm Exp. 3/02/2001
Bonded By Service Ins
No. CC625803
☒ Personally Known ☐ Other I.D.


NOTARY PUBLIC
Angela M. Ellis
(Name of Acknowledger Printed)
Commission No.: CC625803

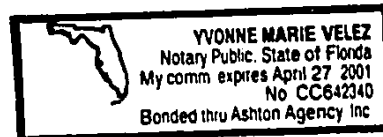
ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to take acknowledgments in the State of Florida, and in the County of Osceola, appeared A. Clifton Black, who is personally known to me, whose business address is 903 W. Emmett Street, Florida, 34741, and, being sworn, deposed and said that he has accepted the designation as registered agent for Consultants for Environmental Design, Inc., this 12 day of June, 1997.


A. CLIFTON BLACK
Registered Agent


NOTARY PUBLIC
YVONNE M. VELEZ
(Name of Acknowledger Printed)

Commission No.:



FILED
97 JUN 13 PM 1:37
STATE
TALLAHASSEE, FLORIDA