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97 JUL-1 PM 1:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. Moncrief
7227 S. Lagoon br
PCB FL 32408

City/State/Zip

Phone #

Office Use Only

EFFECTIVE DATE
6-25-97

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

EFFECTIVE DATE

6-25-97

1. EMERALD Bay Nursery AND LANDSCAPE, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****70.00 *****70.00

Charles Powell
Principal address
w97-15378
7/1/97

Examiner's Initials

17/16/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 2, 1997

M. MONCRIEF
7227 S LAGOON DR
PANAMA CITY BEACH, FL 32408

SUBJECT: EMERALD BAY NURSERY AND LANDSCAPE, INC.
Ref. Number: W97000015348

We have received your document for EMERALD BAY NURSERY AND LANDSCAPE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 397A00034640

DAY Time phone for
CHARLES E. ROWILLARD
850-233-2907

FILED

ARTICLES OF INCORPORATION

97 JUL 1 PM 1:55

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-25-97

EFFECTIVE DATE

6-25-97

Article I - Name

The name of this corporation is EMERALD BAY NURSERY AND LANDSCAPE, INC.

Article II - Duration

This corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Stock

This corporation is organized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

Article V - Preferences, Limitations and
Relative Rights of Shares of Capital Stock

Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

Article VI - 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 he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of

Article VIII - Initial Board of Directors

This corporation shall have two (2) initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial directors of this corporation is as follows:

Charles E. Rouillard	and	Michael B. Moncrief
620 Live Oak Lane		7227 South Lagoon Drive
Panama City Beach, FL. 32408		Panama City Beach, FL 32408

Article IX - Incorporator

The name and address of the person signing these Articles

is:

Charles E. Rouillard	and	Michael B. Moncrief
620 Live Oak Lane		7227 South Lagoon Drive
Panama City Beach, FL 32408		Panama City Beach, FL 32408

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

Article XI - Restrictions on Transfer of Stock

Share of capital stock of this corporation shall be issued to the following persons and in the amounts set opposite their names:

Charles E. Rouillard	500 Shares
Michael B. Moncrief	500 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall further be specified by written agreement among all of the shareholders and this corporation.

Article XII - Cumulative Voting

At each election for directors, every shareholder entitled

number of such candidates.

Article XIII - Calling of Special Meetings

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XIV - Shareholder Quorum and Voting

Fifty One per cent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

The affirmative vote of all the stockholders shall be required to constitute an act of the shareholders.

Article XV - Shareholders Meeting Required

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of all of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

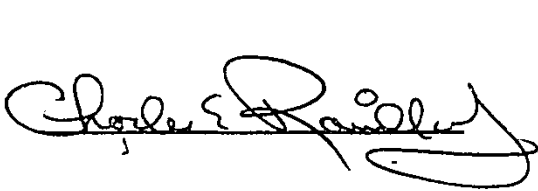
Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

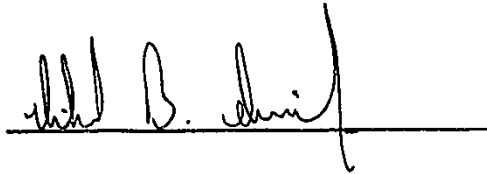
Article XIV - Action by Directors Without a Meeting

Article XX - Indemnification

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 25 day of JUNE 1997.

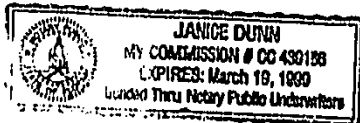





STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, A Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 25 day of June 1997.



(SEAL)


Notary Public
My Commission Expires:

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

FILED

97 JUL 1 PM 1:55

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, ^{SECRETARY OF STATE} ~~FLORIDA STATUTES,~~ ^{FLORIDA}
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is:

EMERALD BAY NURSERY AND LANDSCAPE, INC.

2. The name and address of the registered agent and office is:

CHARLES E. ROWILLARD

620 LIVE OAK LANE

PANAMA CITY BEACH, FL 32408-5223

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 and accept the obligations of my position as registered agent.

Charles E. Rowillard
(Signature)

7-7-97
(Date)