

**CAPITAL CONNECTION, INC.**

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Choice  
Sanitation,  
Inc

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Name Reservation \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

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**Articles of Incorporation of  
CHOICE SANITATION, INC.**

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself with others to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: **CHOICE SANITATION, INC.**

**ARTICLE II**

This corporation shall have perpetual existence unless dissolved by law.

**ARTICLE III**

1. The general nature of the business to be transacted by the corporation and its powers are:
  - (a) To engage in the business of solid waste disposal and all businesses related thereto.
  - (b) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands, owned, held or accepted by the corporation, buildings or other structures, public or private, with appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to encumber or dispose of any lands, or interest in lands, and any buildings or other structure, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or

otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right of interest therein.

(c) To acquire by purchase, lease, manufacture, or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote such stock,

(g) To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purpose without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily

connected with the purposes of this corporation or calculated to facilitate the same.

(h) To enter into, or become a partner in any arrangement for the sharing or profits, union of interest, or corporation, joint venture or otherwise with any person, firm or corporation to carry on any business or to make any investment which this corporation has the direct or incidental authority to engage in.

(i) To enter into, for the benefit of its employees, one or more of the following: (i) pension, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift and savings plan, (v) a stock option plan, (vi) other retirement, death benefit or incentive compensation plan or plans.

(j) To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(k) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, partners, or otherwise alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

2. In general to carry on any business not forbidden by the laws of the State of Florida and with all the powers conferred upon corporations by the laws of the State of Florida. Nothing herein shall be construed as giving the corporation hereby organized any rights, powers or privileges not permitted to it by the laws of the State of Florida.

3. The intention is that none of the objects and powers as hereinabove set forth,

except where otherwise specified in the Article, shall be in anyway limited or restricted by reference to or inference from the terms of any other objects, powers and clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

#### ARTICLE IV

##### CAPITAL STOCK

The corporation is authorized to issue 1000 shares of capital stock at a par value of \$1.00 per share. The same is to be designated as "Common Shares".

#### ARTICLE V

##### PREFERENCES, LIMITATIONS, AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

###### Section 1. Dividends

The Directors may declare and pay dividends upon common shares of stock at any meeting duly called for said purpose.

###### Section 2. Rights upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this corporation, the holders of record of the outstanding shares of common stock shall be entitled to be paid ratable, as their interests appear of record upon the date of such liquidation, dissolution and winding up of this corporation.

###### Section 3. 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 shares.

#### **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 prorate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be is 1011 Antilles Avenue, Fort Pierce, Florida 34982. The name of the initial registered agent for the Service of Process is WILLIS COWDELL. The principle office of the corporation is 1011 Antilles Avenue, Fort Pierce, Florida 34982.

#### **ARTICLE VIII**

##### **INITIAL BOARD OF DIRECTORS**

The corporation shall initially, have one (1) Director. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws of the corporation, but shall never be less than one (1). The name and address of the initial Director(s) of this corporation is:

WILLIS COWDELL-PRESIDENT, VICE PRESIDENT, SECRETARY

#### **ARTICLE IX**

##### **INCORPORATORS**

The name of the person signing these Articles is:

WILLIS COWDELL

#### 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

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

WILLIS COWDELL	500 Shares
SWZ TRANSPORTATION, LTD.	500 Shares

Stock shall be issued and paid for in cash or by the transfer of real or personal property of the same value. The same shall be issued under Section 1244 of the Internal Revenue Code, and shall be subject to the terms of that Section.

#### ARTICLE XII

##### CUMULATIVE VOTING.

Cumulative voting shall not be permitted.

#### ARTICLE XIII

##### CALLING OF SPECIAL MEETINGS.

Special meetings of shareholders may be called by a simple majority of the outstanding shares of the outstanding stock of the corporation. Treasury stock shall not



be included in any such computation.

#### **ARTICLE XIV**

##### **SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, representation in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XV**

##### **GREATER VOTING REQUIRED FOR SHAREHOLDERS WITH RESPECT TO BORROWING MONEY IN THE NAME OF THE CORPORATION**

The affirmative vote of 100% of the shares of the corporation entitled to vote thereon shall be required for the authorization of the corporation to borrow any funds of any kind from any institution or person, and a shareholders' meeting is required. Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation duly called as provided by the Bylaws of the corporation.

#### **ARTICLE XVI**

##### **POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act unless specifically limited herein.

#### **ARTICLE XVII**

##### **RESIDENCE AND COMPENSATION**

Directors of this corporation must be residents of the State of Florida. The



shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XVIII**

##### **REMOVAL OF DIRECTORS**

The shareholders of this corporation shall be entitled to remove any directors from office during his term upon the vote of not less than 51% of the outstanding stock, unless in accord with these Bylaws the directors are reduced to one.

#### **ARTICLE XIX**

##### **DIRECTORS' QUORUM AND VOTING**

One director shall constitute a quorum for a meeting of directors, unless in accord with these Bylaws, the directors are reduced to one. If a quorum is present, the affirmative vote of two of the directors is required to transact any business and upon such affirmative vote any such action so taken and any meeting so called shall be the act of the Board of Directors.

#### **ARTICLE XX**

##### **MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone by Bylaws, but regular meetings of the Board of Directors must be attended in fact, in person, by each director.

#### **ARTICLE XXI**

##### **ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent as provided by

law, except the following actions must be taken up at a meeting of directors:

(a) To purchase by the corporation any equipment or item of personal or real property that exceeds the sum \$1,000.00.

(b) The sale of any personal property or thing which exceeds the sum of \$1,000.00.

#### ARTICLE XXII

##### DIVIDENDS

Dividends may be paid to shareholders only out of unreserved and unrestricted earned surplus of the corporation. Dividends payable in share of stock may be paid to the holders of the shares of other stock in accord with the preemptive rights hereinabove set forth in these Articles.

#### ARTICLE XXIII

##### INDEMNIFICATION

Corporation shall indemnify any officer, director or any former officer director to the full extent permitted by law.

#### ARTICLE XXIV

##### AMENDMENT

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

IN WITNESS WHEREOF the undersigned has set his hand and seal this 4<sup>th</sup> day of August, 1997.

*Willis Cowdell*

WILLIS COWDELL  
Incorporator

STATE OF FLORIDA  
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority, personally appeared WILLIS COWDELL, who is ☐ personally known to me or has ☒ produced a FLA. DRIVER'S Driver's license as identification, and who ☐ did ☐ did not take an oath, and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me, according to law, that he made the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal, in the County and State last aforesaid this 4<sup>th</sup> day of August, 1997.



Charles A. Lobdell, III  
MY COMMISSION # CC670074 EXPIRES  
July 17, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

*Charles A. Lobdell, III*

My Commission Expires:

Notary Public

#### ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named as the Registered Agent for CHOICE SANITATION, INC., and as agent to accept service of process of such corporation, at the place designated in Article VI, does hereby accept to act in this capacity, and agrees to comply with the provisions of the General Corporation Act, Chapter 607 of the Florida Statutes, relative to keeping the registered office of said corporation open.

*Willis Cowdell*

WILLIS COWDELL

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