

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 10 PM 1:45

P97000078356

Baldwin Turf, Inc

200002289262--2  
-09/10/97--01056--022  
\*\*\*\*122.50 \*\*\*\*122.50

- Art of Inc. File Cert.
- 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 \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

RECEIVED  
97 SEP 10 AM 11:03  
DIVISION OF CORPORATIONS

RP  
9-10-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 10 PM 1:45

***ARTICLES OF INCORPORATION  
OF  
BALDWIN TURF, INC.***

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607 as follows:

**ARTICLE I  
NAME**

The name of this corporation is BALDWIN TURF, INC.

**ARTICLE II  
DURATION**

This corporation shall exist perpetually.

**ARTICLE III  
CORPORATE PURPOSE AND POWERS**

This corporation is organized for the purpose of conducting any and all lawful business not in conflict with the Statutes of the State of Florida. This corporation shall have all corporate powers enumerated in Chapter 607 mentioned above.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have is One Thousand (1,000) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the corporation.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 115-D NW Racetrack Rd., Ft. Walton Beach, FL 32547, and the name of the initial registered agent at that address is MITCHELL NEWTON.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial Board of Directors are as follows:

D. Timothy Herndon  
4502 Highway 20 East  
Niceville, FL 32578

Mitchell Newton  
115-D NW Racetrack Rd.  
Ft. Walton Beach, FL 32547

Ron Barnicoat  
203 Government Street  
Niceville, FL 32578

**ARTICLE VII**  
**INITIAL INCORPORATORS**

The name and address of the initial incorporators of this corporation are as follows:

Mitchell Newton  
115-D NW Racetrack Rd.  
Ft. Walton Beach, FL 32547

**ARTICLE VIII**  
**PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

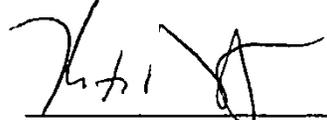
The principal office address of the Corporation is 115-D NW Racetrack Rd., Ft. Walton Beach, FL 32547. The mailing address for the Corporation is 115-D NW Racetrack Rd., Ft. Walton Beach, FL 32547.

**ARTICLE IX**  
**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of 51% of the stock entitled to vote thereon. Any action of the stockholders may be taken

without a meeting when consent in writing setting forth the action so taken is signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

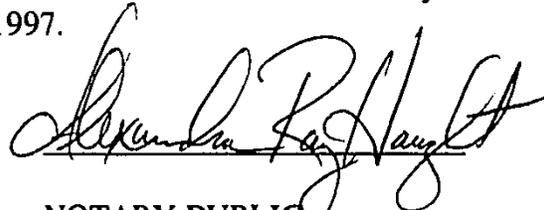
**IN WITNESS WHEREOF**, the undersigned, being the incorporator hereinbefore named, have hereunto set their hand and seal on this the 3<sup>rd</sup> day of September, 1997, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.

  
\_\_\_\_\_  
MITCHELL NEWTON  
Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MITCHELL NEWTON, either personally know to me or has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 3<sup>rd</sup> day of September, 1997.



NOTARY PUBLIC  
My Commission Expires:



ALEXANDRA RAY HAUGHT  
My Commission CC355829  
Expires Mar. 14, 1998  
Bonded by HAI  
800-422-1555

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

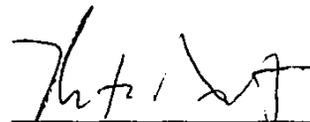
97 SEP 10 PM 1:45

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

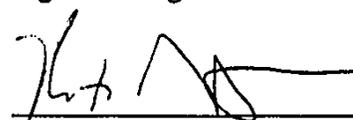
1. The name of the corporation is BALDWIN TURF, INC.
2. The address of the registered office is 115-D NW Racetrack Rd., Ft. Walton Beach, FL 32547.
3. The name of the registered agent at the registered office is MITCHELL NEWTON.

Dated: September 3, 1997.

  
\_\_\_\_\_  
MITCHELL NEWTON  
Incorporator

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

Dated: September 3, 1997.

  
\_\_\_\_\_  
MITCHELL NEWTON