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FILED

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97 DEC -9 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 4, 1997

EFFECTIVE DATE

12-4-97

Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32301

300002367323--6

-12/09/97--01096--014

***122.50 ***122.50

Re: American Turf Equipment Co., Inc.

Gentlemen:

Enclosed please find the Articles of Incorporation for the subject corporation and my check in the amount of \$122.50 to cover the Charter Tax, Filing Fee, Certified Copy Fee and Registered Agent Fee.

I would appreciate your filing these Articles, certifying them as the Articles of Incorporation and returning them to my office.

Pauline
AUTHORIZATION BY PHONE TO
CORRECT *Michelle*
DATE *ON*
DOC. EXAM
PMT/ph
Enclosure

Very truly yours,

Dictated by
Paul M. Tabio
but mailed without his
review to avoid delay

PAUL M. TABIO, ESQ.

P. Hall

DEC 11 1997

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ARTICLES OF INCORPORATION
OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMERICAN TURF EQUIPMENT CO., INC. EFFECTIVE DATE

12-4-97

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

AMERICAN TURF EQUIPMENT CO., INC.
8263 Causeway Boulevard, Suite A
Tampa, Florida 33619.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation shall primarily engage in the business of buying and selling preowned golf course maintenance equipment and related activities, and may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin

business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is: 8263 Causeway Boulevard, Suite A, Tampa, Florida 33619.

The name of the initial registered agent of this Corporation is: DONALD B. PATE, whose address is 337 E. Robertson Street, Brandon, Florida 33511.

ARTICLE VII - DIRECTORS

This Corporation shall have three directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

DENNIS R. FOSTER	500 shares
1505 Loretta Court	
Brandon, Florida 33511	

EDWARD BALULIS	500 shares
Sandalwood Drive, Building 12, #202	
Wildwood, Florida 32785	

and

PATRICK YARBOROUGH	500 shares
1902 Wallace Road	
Lutz, Florida 33549.	

ARTICLE IX - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

DENNIS R. FOSTER

1505 Loretta Court,
Brandon, Florida 33511.

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

Shares of capital stock of this Corporation shall be issued initially by the Board of Directors at the initial corporate meeting. 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 be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the President, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

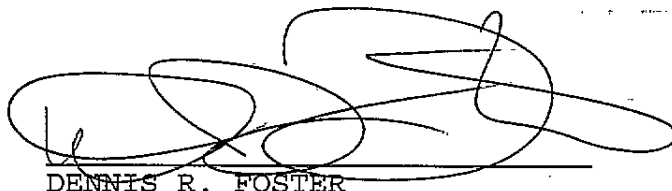
ARTICLE XIII

This 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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and
affixed my seal to these Articles of Incorporation, on this 4th
day of December, 1997.

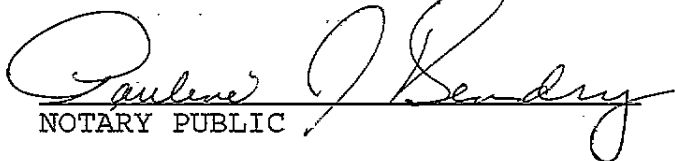


DENNIS R. FOSTER

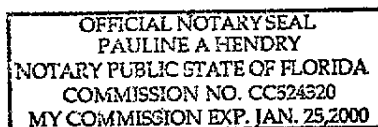
STATE OF FLORIDA,

COUNTY OF HILLSBOROUGH:

SWORN TO (or affirmed) before me this 4th day of
December, 1997 by DENNIS R. FOSTER.



NOTARY PUBLIC



Personally known: _____

or Produced Identification: ☒ _____

Type of Identification produced: FDL# F236-176-48-211-0

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

FILED

SEP -9 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted. AMERICAN TURF EQUIPMENT CO., INC. desiring to organize under the laws of the State of Florida with it's principal office as indicated in the Articles of Incorporation at 8263 Causeway Boulevard, Suite A, Tampa County of Hillsborough, State of Florida, has named DONALD B. PATE, 337 W. Robertson Street, Brandon, Florida 33511, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


DONALD B. PATE