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EFFECTIVE DATE

1/1/98

December 8, 1997

Secretary of State  
Corporate Division  
P O Box 6327  
Tallahassee, FL 32314

Reference: New Filing

South Florida Tree & Lawn, Inc.

700902371847-4  
12/15/97-01048-012  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Please find enclosed new articles of incorporation to be placed of record. Further find my check in the amount of \$122.50 to cover filing fees.

It would be most appreciated if you would return a certified copy of the articles in the enclosed envelope.

Thank you.

Sincerely yours,

Eileen Weber, P.A.

By:



Eileen Weber

FILED  
97 DEC 15 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/16/97-74m

Enclosures as stated

**ARTICLES OF INCORPORATION**

EFFECTIVE DATE  
1/1/98

**OF**

**SOUTH FLORIDA TREE & LAWN, INC.**

**In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation:**

**ARTICLE I.**

**NAME**

The name of this corporation ("Corporation") is SOUTH FLORIDA TREE & LAWN, INC.

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TALLAHASSEE, FLORIDA

**ARTICLE II.**

**DURATION**

The existence of this corporation shall begin on January 1, 1998. Thereafter, the existence shall be perpetual.

**ARTICLE III.**

**PURPOSE**

This corporation is organized for the purpose of the installation, maintenance, and improvement of landscaping and general lawn and grounds maintenance, together with all other related activities, including agricultural endeavors, cultivation and maintenance, and any and all lawful activities permitted by the laws of the State of Florida. Further, the corporation shall have the power to enter into, or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture, or otherwise, with any person, firm or corporation for the furtherance of this corporation's stated purpose.

*DR*

#### **ARTICLE IV.**

##### **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 of this corporation.

#### **ARTICLE V.**

##### **CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of One (\$1.00) Dollar par value common stock which shall be designated "Common Shares." The whole or any part of the capital stock of the corporation shall be payable in lawful money of the United States of America, or in property, labor or services at a just valuation to be fixed by the stockholders.

#### **ARTICLE VI.**

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

The initial street address of the Corporation's registered office is: 8900 S.W. 200th Street, Miami, FL 33157.

The initial registered agent for the Corporation at that address is JAMES ROGERS.

#### **ARTICLE VII.**

##### **DIRECTORS**

The initial Board of Directors shall consist of one member. The names and addresses of the persons who will serve on the initial Board of Directors are:



Name

Address

JAMES ROGERS

8900 S.W. 200th Street  
Miami, FL 33157

The number of directors may at any time and from time to time be increased or decreased by action of the Shareholders or the Board of Directors, but shall never be less than one.

#### **ARTICLE VIII.**

#### **INCORPORATORS**

The names and street addresses of the persons signing these Articles of Incorporation are:

Name

Address

JAMES ROGERS

8900 S.W. 200th Street  
Miami, FL 33157

#### **BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors and in the Shareholders

#### **ARTICLE XII.**

#### **INDEMNIFICATION**

This corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles of



Incorporation this 8 day of December, 1997.

  
JAMES ROGERS

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for SOUTH FLORIDA TREE & LAWN, INC. at the place designated in the Articles of Incorporation, the undersigned acknowledges that he is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
JAMES ROGERS

**STATE OF FLORIDA**

**COUNTY OF DADE**

BEFORE ME, a notary public, authorized to take acknowledgments in the State and County set forth above, personally appeared JAMES ROGERS, known to me personally and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles for the purposes therein expressed. An oath was taken. JAMES ROGERS states further that he executed the Acceptance of Registered Agent at the same time.

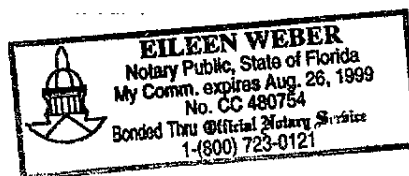
WITNESS my hand and official seal in the State and County aforesaid on this 8th day of December, 1997.

  
EILEEN WEBER

NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:

8/26/99



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

In compliance with Section 48.091, Florida Statutes, the  
following is submitted:

First, that SOUTH FLORIDA TREE & LAWN, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 8900 S.W. 200th Street, Miami, State of Florida, has named JAMES ROGERS located at 8900 S.W. 200th Street, City of Miami, State of Florida, as its agent to accept service of process within Florida.

  
JAMES ROGERS, Incorporator

Date: December 8, 1997

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
JAMES ROGERS  
Resident Agent

Date: December 8, 1997.

**FILED**  
97 DEC 15 AM 8:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA