

P98000015097

Diane Winter

Requestor's Name

8601 SW 127 Street

Address

Miami, FL 33156

City/State/Zip

Phone #

200002422772--8

-02/05/98--01098--005

\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

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

1. Winter's Garden 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 Statu

98 FEB 16 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NEW FILINGS	
<input checked="" 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

~~W98-2765~~

634

DMC  
2-6-98

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 6, 1998

DIANE WINTER  
8601 SW 127 STREET  
MIAMI, FL 33156

SUBJECT: WINTER'S GARDEN, INC.  
Ref. Number: W98000002765

We have received your document for WINTER'S GARDEN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

Please return the original and one copy of 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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 198A00007012

**ARTICLES OF INCORPORATION  
OF  
WINTER'S GARDEN, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of WINTER'S GARDEN, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME and CORPORATE ADDRESS**

The name of the corporation is WINTER'S GARDEN, INC. The corporation's principal place of business shall be P.O. Box 562332, Miami, Florida 33256.

**ARTICLE II - COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PURPOSE**

The purposes for which this corporation is organized are as follows:

1. To engage in every business aspect and phase of the operation, management, sale, purchase of materials associated with the sale of vegetables, garden design and landscaping.
2. To transact any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to issue and have outstanding at any time is 5,000 shares of common stock having a ten dollar (\$10.00) par value. The consideration to be paid for each share may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value equal to the par value of the stock. The authorized shares of the corporation shall be non-cumulative,

voting common stock. The holders of the common stock of this corporation shall have all the rights and duties provided in the Articles of Incorporation, Bylaws and the corporate laws of the State of Florida.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the sale for cash of any unissued stock (whether or not presently authorized and including treasury shares) of the same kind, class, or series as that which he or she already holds, shall have the right (subject to adjustment to avoid the issue of fractional shares) to purchase his or her pro-rata share of that stock at the price at which it is offered to others. This right shall be deemed waived by any holder who does not exercise it and pay for the stock preempted within thirty days of his or her receipt of a notice in writing from the corporation inviting his or her to exercise the right.

#### **ARTICLE VII - RESTRICTION ON THE TRANSFER OF SHARES**

There shall be no transfer, sale, encumbrance or conveyance of any share or stock of this corporation unless the holder of said share or stock provides the corporation with the first opportunity to purchase said share or stock of the corporation at the book value of said share or stock as determined by the last accounting immediately proceeding the sale. The corporation shall have fifteen (15) days from the date it receives the shareholder's written offer to sale to purchase said stock.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 8601 SW 127 Street, Miami, Florida 33156 and the name of the corporation's initial registered agent at that address is Diane Winter.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The corporation shall initially have one (1) director. The number of directors may be increased from time to time, as provided in the Bylaw. The name and street address of the initial director is:

<b><u>Name</u></b>	<b><u>Address</u></b>
Diane Winter	P.O. Box 562332, Miami, FL 33256.

#### **ARTICLE X - INCORPORATOR**

The name and address of the incorporator is: Diane Winter, located at P.O. Box 562332, Miami, Florida 33256, County of Dade, State of Florida.

#### **ARTICLE XI - BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

#### **ARTICLE XII - AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### **ARTICLE XIII - INDEMNIFICATION**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 3 day of February, 1998.

*Diane Winter*  
DIANE WINTER

STATE OF FLORIDA       )  
                                  )SS:  
COUNTY OF DADE       )

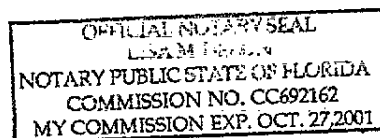
BEFORE ME, the undersigned authority personally appeared DIANE WINTER of P.O. Box 562332, Miami, Florida 33256 to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation and who provided the following identification: 4536-160-45-877-0; who further freely and voluntarily acknowledged before me that on this 3 day of February, 1998, she executed and subscribed to the aforesaid Articles of Incorporation for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, State of Florida, this 3 day of February, 1998.

*Lisa M. DeLeon*  
NOTARY PUBLIC, State of Florida

LISA M. DELON  
Printed Name of Notary

Commission No. CC692162



FILED

**ACKNOWLEDGMENT AND STATEMENT OF  
DESIGNATED REGISTERED AGENT**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 607, Florida Statutes, the following is submitted:

That WINTER'S GARDEN, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, has named Diane Winter located at 8601 SW 127 Street, Miami, Florida 33156 as agent to accept service of process within this state.

Having been named to accept service of process for WINTER'S GARDEN, INC., at the place designated in this acknowledgment, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.

*Diane Winter*  
Registered Agent

STATE OF FLORIDA  
COUNTY OF DADE

IN WITNESS WHEREOF, the foregoing acknowledgment and statement of the designated registered agent instrument was executed and acknowledged before me this 3 day of February, 1998, by Diane Winter.

*Lisa M. Delon*  
NOTARY PUBLIC  
State of Florida at Large

My Commission Expires:

