

P98000034753

FILED

98 APR 16 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Peggy Venables

Requestor's Name

178 Tall Pine Dr

Address

Whigham Ga 912-762-3355

City/State/Zip

Phone #

Office Use Only

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

1. Fussell's Irrigation & Lawn, 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 Status

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

RECEIVED
98 APR 16 AM 11:35
P. Hall

500002490695--5
-04/16/98--01060--018
****122.50 ****122.50

***Articles of Incorporation
of
Fussell's Irrigation & Lawn, Inc.***

FILED
98 APR 16 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I Name:

The name of the corporation is Fussell's Irrigation & Lawn, Inc.

Article II Duration:

This corporation shall exist perpetually commencing on the date of execution of this article.

Article III Purpose:

The corporation is organized for the purpose of transacting any or lawful business, general contracting, federal, state and county programs, and to bid any and all government jobs and other contract services available for minority developer or contractor which require irrigation and lawn.

Article IV Capital Stock:

This corporation is authorized to issue two thousand (2000) shares of Five Dollars (\$5.00) par value common stock.

Article V Preference, Limitations And Relative Rights Of Shares Of Capital Stock:

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 for 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 pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others or there can be no sale. If the shareholders do not wish to buy the stock, it can be sold at that time.

Article VII Initial Registered Office and Agent:

The street address of the initial registered office of this corporation is 2001 Hinson Avenue, Panama City Beach, Florida 32407 and the name of the initial registered agent of this corporation at that address is Charles R. Venable. The principal address is the same.

Article VIII Initial Board Of Directors And Officers:

The corporation shall have (1) Director and (1) Vice President initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

David A. Fussell	4340 N. Transmitter Road, Panama City, Florida 32404
Charles R. Venable	2001 Hinson Avenue, Panama City Beach, Florida 32407
Nancy D. Fussell	4340 N. Transmitter Road, Panama City, Florida 32404

Article IX Incorporators:

The names and addresses of the persons signing these articles are:

David A. Fussell, President	4340 N. Transmitter Road, Panama City, Florida 32404
Charles R. Venable, Vice President	2001 Hinson Avenue, Panama City Beach, Florida 32407
Nancy D. Fussell, Secretary	4340 N. Transmitter Road, Panama City, Florida 32404

Article X Bylaws:

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and shareholders.

Article XI Restrictions on Transfer of Stock:

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 share may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XII Calling of Special Meetings:

Special meetings of shareholders may be called by a majority of the outstanding shares.

Article XIV Shareholder Quorum and Voting:

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

If a quorum is present, the affirmative vote, fifty-one percent of the shares represented at the meeting and entitled on vote on the subject matter, shall be the act of the shareholders.

Article XV Shareholders Meeting Required:

Any action of shareholders of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

Article XVI Management of Corporation By Shareholders:

All Corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

Article XVII Directors Quorum and Voting:

All of the directors shall constitute a quorum for a meeting of Directors.

If a quorum is present, the affirmative vote of all the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted on, the affirmative of all the remaining directors, shall be the act of the Board of Directors.

Article XVIII Meeting By Conference Telephone:

Members of the Board of directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX Action By Directors Without a Meeting:

The Directors of this corporation may take action by written consent as provided by law.

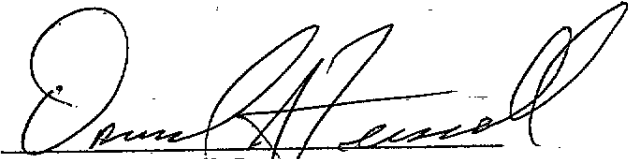
Article XX Indemnification:

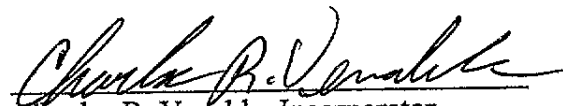
The corporation shall indemnify any officer or director or former officer or director, to the full extent permitted by law.

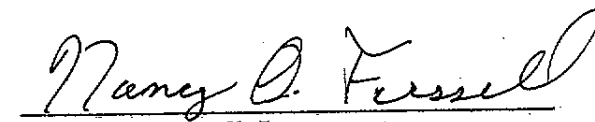
Article XXI Amendment:

This corporation reserved the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation on this 16 day of April 1998.


David A. Fussell, Incorporator


Charles R. Venable, Incorporator


Nancy D. Fussell, Incorporator


CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Fussell's Irrigation & Lawn, Inc.
2. The name and address of the registered agent and office is:

Charles R. Venable
2001 Hinson Avenue
Panama City Beach, Florida 32407

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


Charles R. Venable

FILED
98 APR 16 AM 11:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA