

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002526554--3  
-05/18/98--01018--007  
\*\*\*122.50 \*\*\*122.50

**SUBJECT:** WAYNE H. MOORE, JR., INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00

Filing Fee

☐ \$78.75

Filing Fee  
& Certificate

☒ \$122.50

Filing Fee  
& Certified  
Copy

☐ \$131.25

Filing Fee,  
Certified  
Copy &  
Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Thomas J. Trask, Frazer Hubbard Brandt & Trask  
Name (Printed or Typed)

595 Main Street  
Address

Dunedin, FL 34698  
City, State & Zip

813 733-0494  
Daytime Telephone Number

FILED  
98 MAY 18 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**NOTE:** Please provide the original and one copy of the articles

**ARTICLES OF INCORPORATION  
OF  
WAYNE H. MOORE, JR., INC.**

**FILED**  
98 MAY 18 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **WAYNE H. MOORE, JR., INC.** and its street address is 408 South Highland Avenue, Tarpon Springs, Florida 34689.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is to conduct business in lawn service/landscaping and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$1.00 per value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

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

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34689, and the name of the registered agent of this corporation at that address is Thomas J. Trask.

#### **ARTICLE VII - INCORPORATORS**

The names and addresses of the person signing these articles of incorporation are:

Wayne H. Moore, Jr.  
408 South Highland Avenue  
Tarpon Springs, FL 34689

#### **ARTICLE VIII - BYLAWS**

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

#### **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

#### **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) 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 presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS  
WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition or liquidation.

**ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

**ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED**

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

**ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

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

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

#### **ARTICLE XX - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XXI - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law, including but not limited to:

1. Qualified pension or profit-sharing plan;
2. Election as a subchapter-S corporation;

3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporation medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12<sup>th</sup> day of May, 1998.

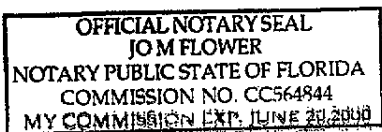
Wayne H. Moore, Jr.  
WAYNE H. MOORE, JR.

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of May, 1998, by WAYNE H. MOORE, JR., who ~~is~~ personally known to me or who has produced FDL as identification.

J. M. Flower  
Notary Public

My Commission Expires:



**FILED**  
98 MAY 18 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**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: **WAYNE H. MOORE, JR., INC.** desiring to  
organize or qualify under the laws of the State of Florida, with  
the principal place of business at 408 South Highland Avenue, in  
the City of Tarpon Springs, Florida 34689, has named **THOMAS J.  
TRASK** as its resident agent to accept service of process within  
Florida.

Signature: W H Moore Jr.

Title: PRESIDENT

Date: 5-12-98

**ACCEPTANCE BY AGENT**

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

Signature: Thomas J. Trask

Date: 5/14/98