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May 28, 1998

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

Re: Payne's Tree Service, Inc.

To Whom It May Concern:

Enclosed please find original and one copy of Articles of Incorporation for the above entity, duly executed and notarized; along with our check number 1692 in the amount of Seventy (\$70.00) Dollars as filing fee.

If you have any questions, please feel free to call me directly. Thank you for your prompt attention to this matter.

Sincerely,

*Sherry F. Stein-Corbin*

Sherry F. Stein-Corbin

Paralegal To:

Clyde W. Davis, Esq.

CWD:ssc  
encs. as noted

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**PAYNE'S TREE SERVICE, INC.**

The undersigned, for the purpose of forming a Corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is **PAYNE'S TREE SERVICE, INC.**

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having par value of \$.10 per share.

(b) Preemptive Rights. The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock.

1. No shareholder shall have the right to sell, assign, transfer, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of forty-five (45) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else. The shareholders may, through by-law provision or by shareholders' agreement recorded in the minute book impose such

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restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

In any event, existing shareholders shall have the right of first refusal to purchase, on a pro-rata basis according to shares held, any outstanding shares offered for sale by any shareholder. Any sale of shares in the Corporation to any person or entity shall be void and of no effect unless notice is given to the existing shareholders, and they have waived their right of first refusal in writing. The price of the shares purchased under the right of first refusal shall be based on the book value of the Corporation.

3. On the death of any shareholder, the Corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

4. Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

5. Shares of stock in this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

6. Shares are transferable on the books of the company on presentation of a certificate properly endorsed, provided all indebtedness of the owner to the company, including any assessments, has been paid.

(e) 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 V - INITIAL PRINCIPAL/REGISTERED OFFICE AND AGENT**

The initial principal and registered office of this Corporation shall be **20 South Fifth Street, Fernandina Beach, FL 32034**, and the initial Registered Agent of this Corporation at such office shall be **CLYDE W. DAVIS**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

The Board of Directors from time to time may move the Principal and Registered Office to any other address within the State of Florida.

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

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws, but there shall never be less than one. The name and address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Payne Rowland	11 Jasmine Place Fernandina Beach, FL 32034
James Kent Music	230 Nassau Lakes Circle Fernandina Beach, FL 32034

The persons named as Directors shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and has qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.

#### ARTICLE VII - BY-LAWS

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. By-Laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

#### ARTICLE VIII - INCORPORATORS

The names and street addresses of the incorporators of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Payne Rowland	11 Jasmine Place Fernandina Beach, FL 32034
James Kent Music	230 Nassau Lakes Circle Fernandina Beach, FL 32034

#### ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting

their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the Incorporators have executed these Articles the 21<sup>st</sup> day of May, 1998.

Thomas P. Rowland

THOMAS PAYNE ROWLAND

James Kent Music

JAMES KENT MUSIC

STATE OF FLORIDA )  
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared THOMAS PAYNE ROWLAND and JAMES KENT MUSIC, known to be the persons described as Incorporators or who produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 21<sup>st</sup> day of May, 1998.

Laura L. Vonnoh

NOTARY PUBLIC

Print Name:

My Commission Expires:



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for  
**PAYNE'S TREE SERVICE, INC.**  
at the place designated in the ARTICLES OF INCORPORATION or a Corporate Resolution of  
said Corporation:

**REGISTERED AGENT**  
**REGISTERED ADDRESS**

**CLYDE W. DAVIS**  
20 South Fifth Street  
Fernandina Beach, FL 32034

agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative  
to keeping open such office.

**DATE:** May 28, 1998

  
CLYDE W. DAVIS

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