

# P98000073570

Wm. M. & Betty Ross  
3566 Highway 79  
Vernon, FL 32462-3725

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

City/State/Zip

(850) 535-9061  
William Ross

Office Use Only

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

1. Evergreenhouse, Inc.  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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NEW FILINGS		AMENDMENTS	
<input type="checkbox"/>	Profit	<input type="checkbox"/>	Amendment
<input type="checkbox"/>	NonProfit	<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Limited Liability	<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Domestication	<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other	<input type="checkbox"/>	Merger

OTHER FILINGS		REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Annual Report	<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Fictitious Name	<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Name Reservation	<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>		<input type="checkbox"/>	Trademark
<input type="checkbox"/>		<input type="checkbox"/>	Other

William Ross  
AUTHORIZATION BY PHONE TO  
CORRECT Recording, art, 7, acceptance  
DATE 8/24/98  
DOC. EXAM TA

FILED  
98 AUG 21 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W98-18698

Examiner's Initials

TA-8/24/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

August 17, 1998

WM. M. AND BETTY ROSS  
3566 HWY 79  
VERNON, FL 32462-3725

SUBJECT: EVERGREEN NURSERIES, INC.  
Ref. Number: W98000018698

(850)  
535-9061

We have received your document for EVERGREEN NURSERIES, 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):

✓ The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

✓ You must list the corporation's principal office and/or a mailing address in the document.

✓ Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

✓ The registered agent must sign accepting the designation.

✓ PLEASE REMOVE THE NOTARY ATTACHMENT. IT IS NOT REQUIRED, AND IT MAKES THE DOCUMENT LOOK INCOMPLETE AS IT IS NOT COMPLETED. THE NUMBER THAT I HAVE FOR YOU IS 850-535-9061: PLEASE ADVISE ON THIS LETTER IF NOT CORRECT.

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) 487-6926.

Tracy Augsburger  
Document Specialist

Letter Number: 898A00042509

ARTICLES OF INCORPORATION OF  
EVERGREENHOUSE, INC.

FILED  
98 AUG 21 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files the Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.  
Name

The name of this Corporation shall be EVERGREENHOUSE, INC.

ARTICLE II.  
Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, but shall be particularly involved in the nursery and plant business.

ARTICLE III.  
Stock

The authorized capital stock of this Corporation shall consist of 1000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV.  
Powers

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

ARTICLE V.  
Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

William M. Ross  
3566 Hwy. 79  
Vernon, FL 32462

ARTICLE VI.  
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII.  
Address of Registered Office and Registered Agent  
(same as incorporator) See Article V

The street address of the initial Registered Office of this Corporation in the State of Florida shall be (see Art. V) The name of the initial Registered Agent of the Corporation at the above address shall be William M. Ross. ↑ The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent. The Principal office is the same as the Registered office.

ARTICLE VIII.  
Number of Directors

This Corporation shall have 3 directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

ARTICLE IX.  
Initial Board of Directors

The initial Board of Directors shall consist of 3 persons. The name and street address of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the

shareholders, and thereafter until their successors

elected are as follows:

William M. Ross	Patricia A. Anderson	William M. Ross, Jr.
3566 Hwy. 79	3566 Hwy. 79	3566 Hwy 79
Vernon, FL 32462	Vernon, FL 32462	Vernon, FL 32462

#### ARTICLE X. Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers

are as follows:

President: William M. Ross	V.P.: Patricia A. Anderson	Sec/Treas.: William Ross, Jr
3566 Hwy. 79	3566 Hwy. 79	3566 Hwy. 79
Vernon, FL 32462	Vernon, FL 32462	Vernon, FL 32462

#### ARTICLE XI. Transactions In Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if: (1) The fact of such relationship or interest is disclosed or known to the Board of

Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.  
Indemnification of Directors  
and Officers

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

ARTICLE XIII.  
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV.  
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this \_\_\_\_\_ day of Aug. 20, 1998.

X William M. Ross  
William M. Ross

ACCEPTANCE BY REGISTERED AGENT

William M. Ross, the designated registered agent herein, hereby accepts said designation, and agrees to serve in such capacity until removed by the board of directors.

X William M. Ross  
William M. Ross

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA