

P 99000016800

WALTER S. WINDISH  
216 RIVER TERRACE  
JUPITER, FLORIDA 33469

February 12, 1999

700002780957--6  
-02/19/99-01076-016  
\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Department of State  
Corporate Division  
409 E. Gaines Street  
Tallahassee, FL 32301

RE: Palm Beach Irrigation, Inc.

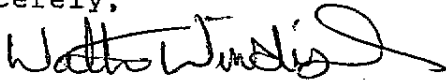
Dear Sir:

Please find enclosed one original and one copy of our Articles of Incorporation of the above company. Please file the original in your office and return to us one Certified Copy.

We are enclosing our check/money order in the amount of \$ 122.50 covering the following:

\$ 35.00 Filing fee  
\$ 35.00 Certificated Designating Registered Agent  
\$ 52.50 Certified Copy

Sincerely,



Walter S. Windish

Enclosures

FILED  
99 FEB 19 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P. CHESSEB FEB 22 1999

ARTICLES OF INCORPORATION  
OF  
PALM BEACH IRRIGATION, INC.

FILED  
99 FEB 19 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of this corporation is PALM BEACH IRRIGATION,  
INC.

ARTICLE II  
DURATION

This corporation shall have perpetual existence, commencing  
on the date of the filing of these Articles with the  
Department of State.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of  
transacting any or all lawful business for which corporation  
may be incorporated under Chapter 607, Florida Statutes, as  
now exists or may after be amended.

ARTICLE IV  
CAPITAL STOCK

This corporation is authorized to issue 500 shares of  
One Dollar (\$1.00) par value common stock which shall be  
designated as "Common Shares."

## ARTICLE V

## PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation, 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.

## ARTICLE VI

## INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered principal office of the corporation is 216 River Terrace, Jupiter, Florida 33469, and the name of the initial registered agent of this corporation is Walter S. Windish.

## ARTICLE VII

## INITIAL BOARD OF DIRECTORS

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the By-laws. However, there shall never be less than one director or more than five. The names and addresses of the initial Board of Directors of this corporation are:

Walter S. Windish  
216 River Terrace  
Jupiter, Florida 33469

## ARTICLE VIII

## INCORPORATOR

The name and address of the incorporator signing these articles is Walter S. Windish, 216 River Terrace, Jupiter,

Florida 33469.

ARTICLE IX  
INDEMNIFICATION

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

ARTICLE X  
AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the shareholders.

ARTICLE XI


STOCK TRANSFERS--CORPORATION'S RIGHT OF FIRST REFUSAL

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares of purchase to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholders; 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 90 days from the date of mailing. If the corporation fails or refuses within such 90 day period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of

his/her shares as he/she may deem fit. The president of the corporation is authorized to make any such purchase under this provision.

Each share Certificate issued by the corporation shall have printed or stamped thereon 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."

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of Incorporation on this \_\_\_\_ day of February, 1999.

  
Walter S. Windish

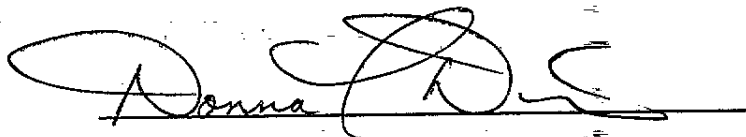
STATE OF FLORDIA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Walter S. Windish who is personally known to me, the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set me hand and official seal in the State and County above, this 15<sup>th</sup> day of February, 1999.



Donna L. Dirr  
MY COMMISSION # CC720665 EXPIRES  
April 27, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

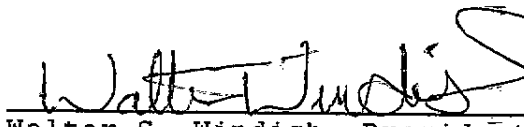


CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida  
Statutes, the following is submitted:

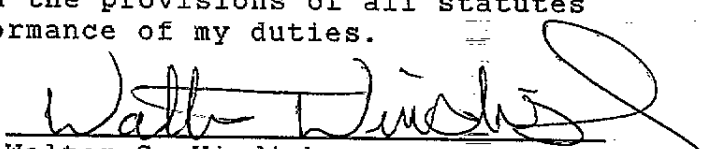
First, that Walter S. Windish desiring to organize  
Palm Beach Irrigation, Inc. with its principal place of  
business located at 216 River Terrace, Jupiter, Florida  
33469, has named Walter S. Windish, as its agent  
to accept service of process within Florida.

DATED:

  
Walter S. Windish, President

FILED  
99 FEB 19 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the  
above named corporation, at the place of designated in this  
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 performance of my duties.

  
Walter S. Windish  
Registered Agent