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DISCOUNT LAWN CARE INC.  
261 Winter Spring Way  
Jacksonville, FL 32225

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 APR 28 PM 1:21

Division of Corporations  
P. O. BOX 6327  
Tallahassee, FL 32314

SIR/MADAM:

Please acknowledge my application for Incorporation.

Enclosed please find two sets of Articles of Incorporation,  
one for my file copy duly stamped by your department; and,  
Check #1100 in the amount of \$78.75 as payment for my  
application fee.

Sincerely,

*Joseph Flores*  
Joseph Flores  
President

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20 April 1999

D. BROWN MAY - 3 1999

**ARTICLES OF INCORPORATION**

**OF**

**DISCOUNT LAWN CARE INC.**

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The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation is **DISCOUNT LAWN CARE INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation is to engage primarily in performing a variety of lawn and garden services.

To render service, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods merchandise, real and personal property, and service of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, railroad, canal, telegraph, telephone, or cemetery company's, a building and loan association, mutual fund insurance association, cooperative association, fraternal benefit society, state fair exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing stock option, and deferred compensation plans for the officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is Two Hundred (200) shares Common Stock at \$1.00 par value.

### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is Two Hundred Dollars (\$200.00).

### **ARTICLE V. TERM**

This corporation shall have perpetual existence.

### **ARTICLE VI. ADDRESS**

The registered address of the principal office of the corporation in the State of Florida will be located at 261 Winter Spring Way, Jacksonville, Florida 32225. The registered agent in charge thereof is Joseph Flores at 261 Winter Spring Way, Jacksonville, Florida, 32225.

The Board of Directors may from time to time move the office to any other place in Florida or any other state in the United States of America.

## **ARTICLE VII. DIRECTORS**

This corporation shall have two Directors initially. The number of directors may be increased or decreased from time to time, but shall never be less than two. Any director may be removed at any time, with or without cause, by the shareholders having the right and entitled to vote at a meeting called for that purpose.

## **ARTICLE VIII. INITIAL DIRECTORS**

The names and post office address of the members of the first Board of Directors of the corporation are as follows:

Joseph Flores  
President & Secretary  
261 Winter Spring Way  
Jacksonville, FL 32225

Guy L. Stuckey  
Vice-President & Treasurer  
12194 Rochford Lane  
Jacksonville, FL 32225

## **ARTICLE IX. SUBSCRIBERS**

The names and post office address of the subscribers of these articles of incorporation are:

Joseph Flores                      261 Winter Spring Way, Jacksonville Fl 32225

Guy L. Stuckey                      12194 Rochford Lane, Jacksonville, Fl 32225

## **ARTICLE X. MISCELLANEOUS**

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement record in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he/she shall make objection at such meeting to any defects or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and notwithstanding his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common laws and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions 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 XI. INDEMNITY**

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served as its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by the majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such

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indemnification or reimbursement shall not preclude such director, or officer, or employee from exercising any rights to which he/she may be entitled under the by-laws or otherwise.

#### **ARTICLE XII. AMENDMENT**

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 majority vote of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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**CERTIFICATE**

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITH THE STATE.**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:


**Discount Lawn Care Inc**

Desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the **City of Jacksonville, County of Duval, State of Florida**, has named Joseph Flores as its agent to accept service or process within the State of Florida.

  
\_\_\_\_\_  
Incorporator

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to comply with the provisions of law relating to keeping said office open.

  
\_\_\_\_\_  
Registered Agent

Dated: April 20, 1999