



THE UNITED STATES  
CORPORATION  
COMPANY

P9900044249

99 MAY 13 PM 2:41

ACCOUNT NO. : 072100000032

REFERENCE : 239074 80881A

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 70

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : May 13, 1999

ORDER TIME : 1:24 PM

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ORDER NO. : 239074-005

CUSTOMER NO: 80881A

CUSTOMER: Joan W. Byrd, Legal Assistant  
FASSETT ANTHONY & TAYLOR,  
FASSETT ANTHONY & TAYLOR,  
Orange Bank Bldg., Suite 500  
14 East Washington Street  
Orlando, FL 32801

DOMESTIC FILING

NAME:

AGRI SERVICE OF FLORIDA, INC.

THE TREASURE COAST, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

7/14/99  
100002874421  
MAY 13 PM 2:28



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 13, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

SUBJECT: AGRI SERVICE OF FLORIDA, INC.  
Ref. Number: W99000011317

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for AGRI SERVICE OF FLORIDA, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

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.

If you have any further questions concerning your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 899A00026472

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MAY 14 PM 2:29  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

AGRI SERVICE OF THE TREASURE COAST, INC.

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be AGRI SERVICE OF THE TREASURE COAST, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 8650 Famel Avenue, P. O. Box 37, Indiantown, Florida 34956.

**ARTICLE IV - PURPOSE**

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

**ARTICLE V - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

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or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

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

The street address of the initial registered office of this corporation shall be 14 E. Washington Street, Suite 500, Orlando, Fl 32801.

The name of the initial registered agent of this corporation at that address shall be John A. Taylor.

#### **ARTICLE VII - INITIAL DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This

corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
William R. Taylor, Jr.	8650 Famel Avenue P. O. Box 37 Indiantown, Florida 34956

#### ARTICLE VIII - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
William R. Taylor, Jr.	8650 Famel Avenue P. O. Box 37 Indiantown, Fl 34956	President
Britt Hudson Taylor	8650 Famel Avenue P. O. Box 37 Indiantown, Fl 34956	Vice President
Helen Jenkins	P. O. Box 928 Stuart, Fl 34995	Secretary/ Treasurer

#### ARTICLE IX - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE X - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### ARTICLE XI - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

#### ARTICLE XII - INCORPORATOR

The following is the name and street address of the Incorporator to these Articles of Incorporation:

John A. Taylor  
14 E. Washington Street  
Suite 500  
Orlando, Fl 32801

#### ARTICLE X - BY-LAWS

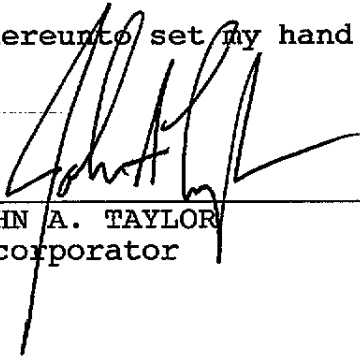
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of

this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
7 day of May, 1999.

  
\_\_\_\_\_  
JOHN A. TAYLOR  
Incorporator

(SEAL)

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared JOHN A. TAYLOR, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last  
aforesaid this 7<sup>th</sup> day of May, 1999.

(SEAL)

Joan W Byrd  
Notary Public  
Print Name: Joan W Byrd  
My commission expires:  
Commission No.:



Joan W Byrd  
My Commission CC758475  
Expires July 12, 2002

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED

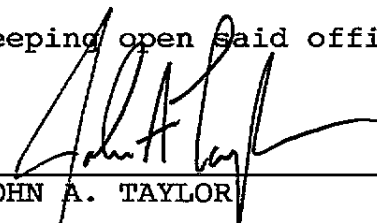
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99 MAY 13 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

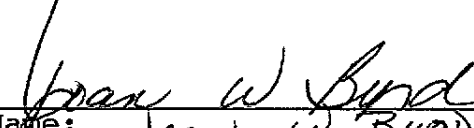
THAT, AGRI SERVICE OF THE TREASURE COAST, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Indiantown, County of Martin, State of Florida, has named as its Registered Agent John A. Taylor, 14 E. Washington Street, Suite 500, Orlando, Fl 32801, to accept service of process within this State.


ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
JOHN A. TAYLOR

SWORN TO AND SUBSCRIBED before me this 7<sup>th</sup> day of May, 1999 by JOHN A. TAYLOR, who is personally known to me and who did take an oath.

  
Name: Joan W. Byrd  
Notary Public, State of Fla.  
Serial No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

 Joan W Byrd  
My Commission CC758475  
Expires July 12, 2002