

199000069333

James C. Cumbie, P.A.  
Attorney at Law  
32nd Floor, Suite 3204  
One Independent Drive  
Jacksonville, Florida 32202

City/State/Zip

Phone #

200002969462--5  
-08/25/99--01045--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

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

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

FILED  
99 OCT 20 PM 4:31  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Amend  
10-21-99  
PMS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

September 13, 1999

JAMES C. CUMBIE, P.A.  
32ND FLOOR, SUITE 3204  
ONE INDEPENDENT DRIVE  
JACKSONVILLE, FL 32202

SUBJECT: C.B. IRRIGATION INC.  
Ref. Number: P99000069333

**FILED**  
99 OCT 20 PM 4:31  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for C.B. IRRIGATION INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

Please return 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) 487-6957.

Doug Spitler  
Document Specialist

Letter Number: 999A00045011

**RECEIVED**  
99 OCT 20 PM 3:52  
DIVISION OF CORPORATIONS

**AMENDED ARTICLES OF INCORPORATION**  
**OF**  
**C.B. IRRIGATION INC.**

**FILED**  
99 OCT 20 PM 4:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby associates to form a corporation under the laws of the State of Florida.

**ARTICLE I: NAME**

The name of this corporation is: C.B. Irrigation Inc.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is: Irrigation system installation, sales, maintenance, design, repair, and construction; and

To 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, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or 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 states and 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 other 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 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 100 shares and is distributed as follows:

<b><u>OFFICERS NAME</u></b>	<b><u>SPECIFIC ADDRESS</u></b>	<b><u>NUMBER OF SHARES</u></b>
Lisa Bragg	2669 Foxhunt Trail Jacksonville, FL 32259	51
Steve McColskey	3355 Claire Lane #513 Jacksonville, FL 32223	49

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

The amount of capital with which this corporation will begin business is \$100.00

### **ARTICLE V. TERM**

This corporation shall have perpetual existence.

## **ARTICLE VI. ADDRESS**

The address of the principal office of this corporation in the State of Florida is: One Independent Drive, Suite 3204, Jacksonville, Florida 32202

The Board of Directors may from time to time move the office to any other place in Florida.

## **ARTICLE VII. DIRECTORS**

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

## **ARTICLE VIII. INITIAL DIRECTORS**

The names and addresses of the members of the Board of Directors of this corporation are:

Lisa Bragg, 2669 Foxhunt Trail, Jacksonville, Florida 32259  
Steve Bragg, 2669 Foxhunt Trail, Jacksonville, Florida 32259  
Steve McColiskey, 3355 Claire Lane #513, Jacksonville, Florida 32223  
Joe Wiseman, 3801 Crown Point Road #1132, Jacksonville, Florida 32257

## **ARTICLE IX. SUBSCRIBERS**

The name and address of the subscriber of these articles of incorporation is: Lisa Bragg 2669 Foxhunt Trail, Jacksonville, Florida 32259

## **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 recorded in the minute book of this corporation impose such restrictions on the sale, transfer or incumbrance 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-law 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 shall make objection at such meeting to any defect 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 such 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 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 a 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 law 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 therefor in any form.

#### **ARTICLE XI. INDEMNITY**

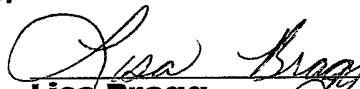
This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or

proceeding in which he 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 shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This 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 a 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 indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he 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 51% 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.

**IN WITNESS WHEREOF**, the undersigned incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 24 day of August, 1999.


  
**Lisa Bragg**  
**2669 Foxhunt Trail**  
**Jacksonville, Florida 32259**

**STATE OF FLORIDA)**

**COUNTY OF DUVAL )**

**I HEREBY CERTIFY** that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Lisa Bragg, to me known to be the person described as subscribers in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

**WITNESS** my hand and official seal in the County and State named above this 24<sup>th</sup> day of August.

  
**NOTARY PUBLIC**, State of Florida at Large

Commission expires:



JOHN E FLOYD  
My Commission **CC530584**  
Expires Feb. 06, 2000



**STATE OF FLORIDA**

**DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

-----

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

C.B. Irrigation Inc., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at One Independent Drive, Suite 3204 in the City of Jacksonville, County of Duval, State of Florida, has named Lisa Bragg, located at 2669 Foxhunt Trail, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this state.

**OFFICERS NAME   TITLE**

**SPECIFIC ADDRESS**

Lisa Bragg	Director	2669 Foxhunt Trail Jacksonville, FL 32259
Steve Bragg	Vice President of Operations	2669 Foxhunt Trail Jacksonville, FL 32259
Steve McColskey	Vice President of Sales	3355 Claire Lane #513 Jacksonville, FL 32223
Joe Wiseman	Vice President of Production	3801 Crown Point Road Apt. #1132 Jacksonville, FL 32257

**DIRECTORS**

Lisa Bragg

**SPECIFIC ADDRESS**


2669 Foxhunt Trail  
Jacksonville, FL 32259

BY:

  
**CORPORATE OFFICER**  
**Lisa Bragg, Director**

**ACCEPTANCE:**

I agree as Resident Agent to accept Service of Process, to keep an office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

  
**RESIDENT AGENT**  
**2669 Foxhunt Trail**  
**Jacksonville, FL 32259**

**FILED**

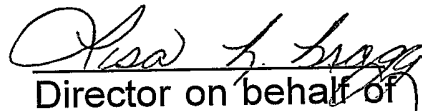
99 OCT 20 PM 4:31

CLERK OF STATE  
TALLAHASSEE, FLORIDA

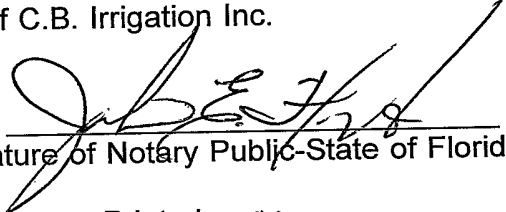
The Board of Directors and Shareholders met on the 18<sup>th</sup> day of ~~September~~<sup>October</sup> 1999. All members of the Board of Directors and all Shareholders attended the meeting and waived notice and all other objections to the meeting.

Upon unanimous consent the Board of Directors voted to amend the Articles of Incorporation. The Shareholders unanimously approved Amendment of the Articles of Incorporation.

The Board of Directors instructed the Director to advise the Florida Department of State of the Actions at this meeting forthwith and to furnish a copy of the August 24, 1999 Amended Articles of Incorporation.

  
Director on behalf of  
C.B. Irrigation Inc.

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of ~~September~~<sup>October</sup>, 1999, by Lisa Bragg as Director of C.B. Irrigation Inc.

  
(Signature of Notary Public-State of Florida)

Name Printed:

Commission Number

My Commission Expires:



JOHN E FLOYD  
My Commission CC590584  
Expires Feb. 06, 2000

Personally Known \_\_\_\_\_ OR Produced Identification X

Type of identification Produced FL Driver License