

P9000096941

October 26, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

00000303320-7
-11/02/99-01113-001
****122.50 *****78.75

SUBJECT: *Cook's Grading & Landscaping, Inc.*

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$122.50 (Filing Fee & Certified Copy).

FROM: *Cook's Grading & Landscaping, Inc.*
3410 John Wilson Road
Cantonment, FL 32533
850-587-5870

FILED
99 NOV -2 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH NOV 03 1999

FILED

99 NOV -2 PM 4: 24

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
of
COOK'S GRADING & LANDSCAPING, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
CORPORATE NAME**

The name of this corporation is Cook's Grading & Landscaping, Inc..

**ARTICLE II
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Patricia C. Cook
3410 John Wilson Road
Escambia County
Cantonment, FL 32533

**ARTICLE IV
PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

**ARTICLE V
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

3410 John Wilson Road, Cantonment, FL 32533

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

John F. Cook
3410 John Wilson Road
Cantonment, FL 32533

Patricia C. Cook
3410 John Wilson Road
Cantonment, FL 32533

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

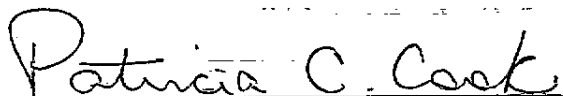
Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



John F. Cook, Incorporator
3410 John Wilson Road
Cantonment, FL 32533



Patricia C. Cook, Incorporator
3410 John Wilson Road
Cantonment, FL 32533

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: COOK'S GRADING & LANDSCAPING, INC.
2. The name and address of the registered agent and office is:

PATRICIA C. COOK

(NAME)

3410 JOHN WILSON ROAD

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

CANTONMENT, FL 32533

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Patricia C. Cook

(SIGNATURE)

PATRICIA C. COOK, VICE PRESIDENT

10-28-99

(DATE)