

B1 (Official Form 1)(12/11)

<b>United States Bankruptcy Court</b> <b>Northern District of Texas</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>MEXIA NURSERY &amp; TREE FARM, INC.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>01-0679809</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>767 FM 1366</b> <b>Mexia, TX</b>		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>76667</b>		ZIP Code
County of Residence or of the Principal Place of Business: <b>Freestone</b>		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP Code		ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): <b>767 FM 1366</b> <b>Mexia, TX 76667</b>		
<b>Type of Debtor</b> (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Chapter 11 Debtors</b> Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
<b>Estimated Assets</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

BI (Official Form 1)(04/13)

9/13/13 6:04PM

**Voluntary Petition**

Page 2

(This page must be completed and filed in every case)

Name of Debtor(s):

**MEXIA NURSERY & TREE FARM, INC.****All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

Location

Where Filed:

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

**GONZALO SALDANA**

Case Number:

**13-34861-11**

Date Filed:

**9/23/13**

District:

**NORTHERN DISTRICT OF TEXAS**

Relationship:

**AFFILIATE**

Judge:

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(h).

**X**

Signature of Attorney for Debtor(s)

(Date)

**Exhibit C**

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No.**Exhibit D**

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.**Information Regarding the Debtor - Venue**

(Check any applicable box)

- ☐ Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- ☒ There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- ☐ Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

**Certification by a Debtor Who Resides as a Tenant of Residential Property**

(Check all applicable boxes)

- ☐ Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- ☐ Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- ☐ Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- ☐ Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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Page 3

**Voluntary Petition***(This page must be completed and filed in every case)*

Name of Debtor(s):

**MEXIA NURSERY & TREE FARM, INC.****Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

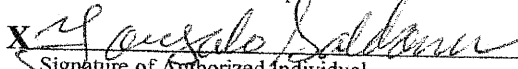
**X** \_\_\_\_\_  
Signature of Debtor**X** \_\_\_\_\_  
Signature of Joint Debtor\_\_\_\_\_  
Telephone Number (If not represented by attorney)\_\_\_\_\_  
Date**Signature of Attorney\*****X** \_\_\_\_\_  
Signature of Attorney for Debtor(s)**ROSA R. ORENSTEIN**\_\_\_\_\_  
Printed Name of Attorney for Debtor(s)**Sullivan & Holston**\_\_\_\_\_  
Firm Name**4131 N. Central Expressway  
Suite 980  
Dallas, TX 75204**\_\_\_\_\_  
Address**Email: rorenstein@sullivanholston.com****(214) 528-9560 Fax: (214) 528-9581**\_\_\_\_\_  
Telephone Number**9/16/13**\_\_\_\_\_  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**   
Signature of Authorized Individual**MR. GONZALO SALDANA**\_\_\_\_\_  
Printed Name of Authorized Individual**PRESIDENT**\_\_\_\_\_  
Title of Authorized Individual**9/16/13**\_\_\_\_\_  
Date**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.**X** \_\_\_\_\_  
Signature of Foreign Representative\_\_\_\_\_  
Printed Name of Foreign Representative\_\_\_\_\_  
Date**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)\_\_\_\_\_  
Address**X** \_\_\_\_\_\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.*

**MEXIA NURSERY & TREE FARM, INC.**

**Unanimous Written Consent of the Sole Director in Lieu of a Special  
Meeting of the Director**

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The undersigned, being the sole director of **MEXIA NURSERY & TREE FARM, INC.** a corporation organized and existing under the laws of the State of Texas (the "**Corporation**"), does hereby pursuant to V.C.T.A. Bus. Org. Code, §22.220, takes, consents to, approves and votes in favor of the following actions and adopts the following resolutions, all as if such actions were taken and consented to, and such resolutions were adopted, at a special meeting of the sole director of the Corporation, and does hereby waive all notice in connection with such actions:

Approval of Filing of Petition for Reorganization under provisions of Title 11, Chapter 11.

RESOLVED, that the sole director, Gonzalo Saldana ("Director"), believes that it is in the best interest of the Corporation to file for protection from creditors under Chapter 11 of the United States Bankruptcy Code; and that Gonzalo Saldana, President of this Corporation be, and is hereby authorized, empowered and directed in the name and on behalf of the Corporation, to do all things and execute all documents as he deems necessary in order that the Corporation effect its filing under Chapter 11 of the United States Bankruptcy Code (the "Petition"); and it is further

RESOLVED, that Gonzalo Saldana, President of this Corporation be, and hereby is, authorized, empowered and directed to hire the law firm of Sullivan & Holston, P.C., to represent the Corporation in its Chapter 11 case, and deliver all other instruments, documents and certificates and to pay all costs, fees and taxes as may be necessary and proper or advisable in order to carry out and comply with the purposes and interests of the resolutions adopted this date; and it is further

Execution and Delivery of the Petition and Ancillary Documents

RESOLVED, that the Director, Gonzalo Saldana, hereby authorizes himself as President and Chief Executive Officer, to execute and deliver the Petition referenced hereinabove in the name and on behalf of the Corporation; and be it

FURTHER RESOLVED, that the President and CEO of the Corporation is hereby authorized, for and on behalf of the Corporation, to execute, acknowledge and deliver any and all such additional agreements, documents, instruments and other papers (collectively, "**Ancillary Filing Documents**"), and to do or cause there to be done any and all such acts and deeds (collectively, "**Ancillary Filing Actions**"), which the President and CEO, in his sole discretion and judgment, or on the advice of counsel, deems necessary, advisable or proper to effect the filing of the Petition and pursuing the plan of reorganization contemplated by the Petition to carry into effect the purposes and intentions of this and each of the foregoing resolutions; the execution and delivery of any such Ancillary Filing Documents or the taking of any such

Ancillary Filing Actions by the President and CEO shall be conclusive evidence that the same have been approved in all respects by the sole director of the Corporation.

Ratification of Prior Acts

RESOLVED, that the sole director of the Corporation hereby ratifies, adopts, approves and affirms all acts and deeds of the President and CEO, or any employee, agent or representative of the Corporation, heretofore performed for or in the name or on behalf of the Corporation in entering into, executing, performing, carrying out or otherwise pertaining to the arrangements and intentions authorized by these resolutions, and declare such acts and deeds to be binding on the Corporation.

Counterparts

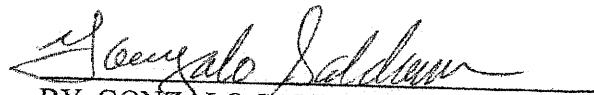
RESOLVED, that this Unanimous Written Consent (i) may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which together shall constitute one and the same instrument, and (ii) shall become effective, as of the date specified below, upon the execution by the sole director of at least one counterpart hereof.

Facsimile Signatures

RESOLVED, that the delivery by the sole director of an executed signature page hereto by a facsimile transmission or electronically in pdf format shall be binding and enforceable to the same extent as an original signature page with regard to the resolutions adopted hereby, and any such sole director delivering such a signature page agrees to later deliver an original executed signature page to the attorneys for the Debtors upon any of their respective requests.

IN WITNESS WHEREOF, the sole director has executed and delivered this Unanimous Written Consent as of the 16 day of September, 2013.

**MEXIA NURSERY & TREE FARM,  
INC.**

  
BY: GONZALO SALDANA  
SOLE DIRECTOR