

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)205-8842
Fax Number : (850)878-5368

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15 MAY -8 PM 4:31
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
MORGAN SOUTHERN, INC.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$35.00

Amend

5/11/15

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Corporate Filing Menu

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DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MORGAN SOUTHERN, INC.

Name of Corporation

DOCUMENT NUMBER: F00000004455

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Logan Firth

Name of Contact Person

CT Corporation

Firm/Company

515 East Park Ave

Address

Tallahassee, FL, 32304

City/State and Zip Code

stephen.voorhees@rrintermodal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen Voorhees

Name of Contact Person

at (404) 832-7546

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F00000004455

(Document number of corporation (if known))

1. MORGAN SOUTHERN, INC.

(Name of corporation as it appears on the records of the Department of State)

2. GEORGIA

(Incorporated under laws of)

3. 08/04/2000

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. _____

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

DELAWARE

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Ben Kirkland

(Typed or printed name of person signing)

President

(Title of person signing)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A GEORGIA CORPORATION UNDER THE NAME OF "MORGAN SOUTHERN, INC." TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 12:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011.

5087811 8100V

150568419

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2323853

DATE: 04-27-15

Delaware

PAGE 2

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "MORGAN SOUTHERN, INC." FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2011, AT 12:56 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF INCORPORATION IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2011.

5087811 8100V

150568419

You may verify this certificate online
at corp.delaware.gov/authver.shtml




AUTHENTICATION: 2323853

DATE: 04-27-15

5/8/2015 11:31:54 AM From: To: 8506176380(6/9)

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:25 PM 12/29/2011
FILED 12:56 PM 12/29/2011
SRV 111350115 - 5087811 FILE

**CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION TO
A DELAWARE CORPORATION
PURSUANT TO SECTION 265
OF THE DELAWARE GENERAL CORPORATION LAW**

1. The jurisdiction where the corporation was first formed is Georgia.
2. The jurisdiction immediately prior to filing this Certificate of Conversion is Georgia.
3. The date on which the corporation was first formed is May 14, 1982.
4. The name of the corporation immediately prior to filing this Certificate of Conversion is Morgan Southern, Inc.
6. The name of the corporation as set forth in the Certificate of Incorporation is Morgan Southern, Inc.
6. The effective date of the conversion shall be December 31, 2011.

[The Remainder Of This Page Intentionally Left Blank]

5/8/2015 11:31:54 AM From: To: 8506176380(7/9)

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion as of the 20th day of December, 2011.

MORGAN SOUTHERN, INC.

By: Peter R. Ambruster
Peter R. Ambruster, Vice President

5/8/2015 11:31:54 AM From: To: 8506176380(8/9)

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:25 PM 12/29/2011
FILED 12:56 PM 12/29/2011
SRV 111350115 - 5087811 FILE

**CERTIFICATE OF INCORPORATION
OF
MORGAN SOUTHERN, INC.**

FIRST: The name of the corporation is Morgan Southern, Inc. (the "Corporation").

SECOND: The registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the "GCL").

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is one hundred thousand (100,000) shares, all of which shall be designated as common stock, and the par value of each such share of common stock is one cent (\$0.01) per share.

FIFTH: The name and mailing address of the incorporator are Peter R. Armbruster, 4900 S. Pennsylvania Avenue, Cudahy, WI 53110.

SIXTH: The number of directors which shall comprise the initial Board of Directors of the Corporation shall be four (4). The size of the Board of Directors may be increased or decreased in the manner provided in the Bylaws of the Corporation. All corporate powers of the Corporation shall be exercised by or under the direction of the Board of Directors except as otherwise provided herein or by law.

SEVENTH: Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

EIGHTH: A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the GCL. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

NINTH: Subject to the power of the stockholders of the Corporation to adopt, amend, or repeal any Bylaw made by the Board of Directors, the Board of Directors is expressly authorized and empowered to adopt, amend, or repeal the Bylaws of the Corporation.

TENTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the state of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article.

ELEVENTH: The effective date shall be December 31, 2011.

5/8/2015 11:31:54 AM From: To: 8506176380(9/9)

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove stated,
set my hand this 20th day of December, 2011.

Peter R. Ambruster
Peter R. Ambruster, incorporator