

F120000004540

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000266403 3)))



H120002664033ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

RECEIVED
12 NOV -7 PM 4:12
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

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

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
NATIONAL EXPRESS TRANSIT CORPORATION**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$70.00

RECEIVED
12 NOV -7 AM 11:28
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Electronic Filing Menu

Corporate Filing Menu

Help

14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: National Express Transit Corporation
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Debbie Riley
Name of Person

National Express Corporation
Firm/Company

4300 Weaver Parkway
Address

Warrenville, IL 60555
City/State and Zip code

debbie.riley@nationalexpresscorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Debbie Riley at (630) 821-5807
Name of Person Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. National Express Transit Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Delaware

(State or country under the law of which it is incorporated)

3. 45-3676604

(FEI number, if applicable)

4. 10/25/2011

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 4300 Weaver Parkway, Warrenville, IL 60555

(Principal office address)

same

(Current mailing address)

8. Transportation Services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

James M. Halpin

By: James M. Halpin

Assistant Secretary

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED

12 NOV - 7 AM 11:28

FILED

12 NOV -7 AM 11: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: SEE ATTACHMENT

Address: _____

Vice President: _____

Address: _____

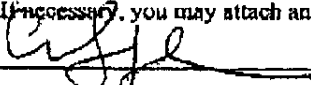
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Cristen L. Kogel, Secretary

(Typed or printed name and capacity of person signing application)

FILED
12 NOV -7 AM 11: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This page intentionally left blank

FILED

12 NOV -7 AM 11: 28

**RESOLUTION BY THE UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
NATIONAL EXPRESS TRANSIT CORPORATION**

June 22, 2012

Pursuant to the provisions of Section 141(f) of the General Corporation Law of the State of Delaware, the undersigned, being all of the directors ("Board") of National Express Transit Corporation, a Delaware corporation (the "Corporation"), hereby declares that when they have signed this consent, or a counterpart hereof, the following resolutions are hereby consented to, approved of, and adopted to the same extent and to have the same force and effect as if adopted at a special meeting of the directors duly called and held for the purpose of acting upon proposals to adopt such resolutions:

FILLING VACANCIES ON BOARD

WHEREAS, John C. Harvey has resigned from the Board of Directors of the Corporation as of June 21, 2012;

RESOLVED, that in accordance with Article III, Section 5 of the Amended and Restated By-Laws of the Corporation, the Board of Directors hereby elects the following person to fill the vacancy on the Board of Directors to serve until the next succeeding annual meeting of stockholders or until her successor is elected and qualified;

NAME

Judith A. Crawford

DATE OF APPOINTMENT

June 22, 2012

FILED

12 NOV -7 AM 11: 28

RESOLVED FURTHER, that upon the effectiveness of these resolutions, the Board of Directors of the Corporation shall be comprised of the following directors:

<u>NAME</u>	<u>DATE OF APPOINTMENT</u>
David A. Duke	October 26, 2011
Judith A. Crawford	June 22, 2012
Cristen L. Kogi	October 26, 2011

RESIGNATION OF OFFICERS

RESOLVED FURTHER, that effective June 21, 2012, the Board hereby acknowledges and accepts the resignation of John C. Harvey as Vice President and Treasurer;

APPOINTMENT OF OFFICERS

RESOLVED, that effective as of June 22, 2012, the following individuals are hereby elected or appointed to service as officers of the Corporation in the capacity set forth opposite their names until the next annual meeting of the Board, until their successor is duly appointed and qualified, or until their earlier removal or retirement;

<u>NAME</u>	<u>OFFICE</u>
Judith A. Crawford	Vice President and Treasurer
Peter J. Settle	Chief Executive Officer
Michael R. Rushin	Chief Operating Officer

FILED

12 NOV -7 AM 11:28

FURTHER AFFIRMED, that upon the effectiveness of these resolutions the following individuals have been appointed and are serving as officers of the Corporation in the capacities set forth opposite their respective names and their appointment date and will serve until the next annual meeting of the Board, until their respective successors are duly appointed and qualified, or until their earlier removal or retirement;

<u>NAME</u>	<u>OFFICE</u>	<u>DATE OF APPOINTMENT</u>
David A. Duke	President	October 26, 2011
Peter J. Settle	Chief Executive Officer	June 22, 2012
Judith A. Crawford	Vice President and Treasurer	June 22, 2012
Michael R. Rushin	Chief Operating Officer	June 22, 2012
Cristen L. Kogl	Secretary	October 26, 2011

GENERAL IMPLEMENTATION AUTHORITY

RESOLVED FURTHER, that the officers of the Corporation (or any of them) be and hereby are authorized and directed to do or cause to be done all such acts and things, to pay or cause to be paid all such costs and expenses, to execute and deliver in the name of and on behalf of the Corporation and under its seal, attested, if required by the Secretary, all instruments and documents, and to make changes and amendments thereto or to waive any conditions of performance by the Corporation, as may by any of them in such officer's sole discretion be deemed to be desirable or necessary to carry out and comply with the purposes and intent of the foregoing resolutions, and all of the acts of the officers of the Corporation that are consistent with the purposes and intent of these resolutions be and hereby are in all respects ratified, confirmed, approved and adopted as the acts of the Corporation.

[Signature Page to Follow]

Page 3 of 4

NEC Res to appoint directors and officers June 22, 2012

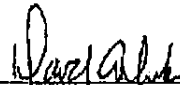
FILED


12 NOV -7 AM 11: 28

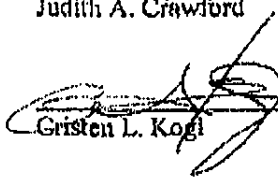
IN WITNESS WHEREOF, the undersigned, being the Board members of the Corporation, have executed this consent to be effective as of the date first written above.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NATIONAL EXPRESS TRANSIT CORPORATION


David A. Dulce


Judith A. Crawford


Gristen L. Kogi

Delaware

The First State

FILED
PAGE 12 NOV -7 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NATIONAL EXPRESS TRANSIT CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SEOW, AS OF THE SEVENTH DAY OF NOVEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

5056735 8300

121203841

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9968567

DATE: 11-07-12