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NEIL MOONEY

(Requestor's Name)

2717 NEUCHATEL DR

(Address)

TALLAHASSEE, FL 32303

(Address)

(City/State/Zip/Phone #)

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CONSOL SHIPPING ASSN

(Business Entity Name)

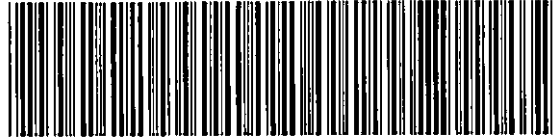
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
CONSOL SHIPPING ASSOCIATION, INC.**

The undersigned, as the incorporator of Consol Shipping Association, Inc., a Florida not for profit corporation, hereby adopts and files these Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this not for profit corporation shall be Consol Shipping Association, Inc. The principal office and the mailing address of this Corporation shall be 2175 NW 115th Ave, Doral, FL 33172.

**ARTICLE 2
PURPOSE AND NATURE OF BUSINESS**

The purpose of this Corporation shall be, as a Shippers' Association in accordance with the regulations of the U.S. Federal Maritime Commission and the Shipping Act of 1984 et. seq. governing these matters, to cultivate closer relations between members engaged in the business of Non-Vessel Operating Common Carriers ("NVOCCs"), to promote their joint interests, provide for their mutual protection, to maintain the ethics of the profession at their highest standard, to discuss and interchange ideas concerning traffic matters, and by publicity, conference, and other proper means to promote the general interests of the trade including by consolidating or distributing freight on a nonprofit basis for the members of the group via carload, truckload, or other volume rates or service contracts.

The Corporation is organized and the purpose of the Corporation is to engage in exempt function activities as described in Section 605.0203(1)(b) of the Internal Revenue Code of the United States, which activities are exempt from taxation under such section. No part of the Corporation's earnings shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose. It is not organized for profit and no part of the net earnings shall inure to the benefit of any private shareholder or individual.

**ARTICLE 3
STOCK/MEMBERS**

The Corporation shall not issue shares of stock, but shall consist of non-stock owning members who shall be admitted as set forth in the bylaws of the Corporation. The initial member(s) of the Corporation shall be Softfreight, LLC, and Ultramar Management, LLC.

**ARTICLE 4
INCORPORATOR**

The name and street address of the Incorporator of this Corporation is as follows:

Ernesto Antoine Vila
2175 NW 115th Ave
Doral, FL 33172

**ARTICLE 5
TERM OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually unless dissolved in accordance with law. Upon dissolution of the Corporation, assets may be distributed in any lawful manner allowed by the Internal Revenue Code at the time of dissolution. Upon dissolution of the Corporation, contributions to the Corporation, exclusive of earnings, may be distributed on a pro rata basis, based upon original contribution amounts, to the original contributor(s).

**ARTICLE 6
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation in the State of Florida shall be 2175 NW 115th Ave, Doral, FL 33172. The name of the initial registered agent of the Corporation at the above address shall be ~~Ernesto Antoine Vila~~. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

**ARTICLE 7
NUMBER OF DIRECTORS**

The business of the Corporation shall be managed by a Board of Directors. The number and method of election of directors of this Corporation shall be as stated in the bylaws.

**ARTICLE 8
OFFICERS**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers as stated in the bylaws.

**ARTICLE 9
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal,

administrative, or investigative (other than an action to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee, or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

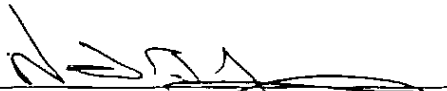
(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provision of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the application standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

**ARTICLE 10
AMENDMENTS**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon members hereunder are granted subject to this reservation.

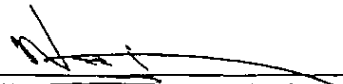
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his signature and seal this 15th Day of June 2018.



Neil B. Mooney, Esq. atty. in fact
For Ernesto Antoine Vila

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for Consol Shipping Association, Inc., a Florida not for profit corporation, in the foregoing Articles of Incorporation, I hereby state that I am familiar with and agree to accept the appointment as Registered Agent and agree to act in this capacity and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the Registered Agent.



Neil B. Mooney, atty. in fact
For Ernesto Antoine Vila
2175 NW 115th Ave
Doral, FL 33172