

# N99000003045

**fedEX USA Airbill**

Tracking Number

2213735226

From 12

5/3/99

Sender's FedEx Account Number 2076-6159-7

GEORGE SCHROEDER

Phone 954 946-9080

Dest./Floor/Suite/Room

CAPITAL MARKETS SERVICES LLC

Office Use Only

540 E MCNAB RD STE C

, (if known):

POMPANO BEACH

State FL zip 33060

Your Internal Billing Reference Information

(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED  
99 MAY 13 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700002877207--0  
-05/17/99--01096--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

T. SMITH MAY 17 1999

Examiner's Initials

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

### ARTICLE I

The name of the corporation shall be:

**Independent Contract Drivers Association, Inc.**

### ARTICLE II

#### PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be  
**540 East McNab Road, (Suite "C"), Pompano Beach, FL 33060.**

FILED  
99 MAY 13 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE III

#### PURPOSES

The general nature of the objectives and purposes of this corporation are:

To educate and encourage its members to perform their functions as contract drivers in a professional and lawful manner.

To disseminate information to its members concerning laws and regulations applicable to contract driving in the State of Florida and other states where applicable, and the modifications and amendments thereto.

To encourage members to cooperate with applicable Federal, State and Local Authorities and regulatory bodies to the fullest extent possible in preservation of life, the environment and property.

To disseminate and exchange ideas and information among members and similar entities of public good purpose, and to cooperate in a reasonable and lawful effort to promote legislation seeking to improve and coordinate the members and the regulation thereof.

To encourage all individuals who become members of this corporation to assist in the attainment of the corporation's objectives.

To cooperate with other lawfully formed and operated associations and organizations in the achievement of the corporation's objectives.

To do all other acts and carry on and conduct activities necessary, suitable, convenient, useful and advisable in connection with or incidental to the accomplishment of any of the purposes and objectives set forth herein to the fullest extent permitted by the laws of the State of Florida and other states where applicable.

## **ARTICLE IV**

### **MANNER OF ELECTION OF DIRECTORS**

The Board of Directors, which shall consist of not less than three individuals, shall be elected by the voting class members of the corporation in such number as specified in the by-laws, and each such director shall hold office for the term prescribed in the by-laws of the corporation. The Board of Directors, at annual meetings, shall elect officers of the corporation, including but not limited to a president and a secretary and other such officers as may, in the opinion of the board, from time to time be necessary to adequately administer the affairs of the corporation. Such officers shall hold office at the pleasure of the board or until their successors are duly elected and qualified. Any individual may hold two or more offices, except that the offices of president and secretary may not be held by the same person. The officers of the corporation shall have duties as may be specified by the board of directors or the by-laws of the corporation. Vacancies on the board of directors and among the officers shall be filled in the manner prescribed in the by-laws of the corporation. Nominees for president, secretary and treasurer of the corporation must be directors of the corporation and have served on the board for a period of one year. The president, secretary and treasurer of the corporation shall continue to be directors of the corporation and the president and treasurer shall also serve as chairman and vice-chairman of the board of directors. The directorship of the president, treasurer and secretary of the corporation shall not be counted in determining the number of directors to be elected by members in accordance with the by-laws of the corporation.

## **ARTICLE V**

### **MEMBERSHIP**

Any individual, or entity employing an individual, who is commissioned or licensed by the Florida Department of Highway Safety and Motor Vehicles, or another like department or organization in another state where applicable, (and/or their successor or assigned regulatory authority) to lawfully operate a motor vehicle on the regulated highways and local roadways of the State of Florida, or elsewhere applicable, shall be eligible for membership in the corporation.

There shall exist within the corporation, two classes of members, voting members and nonvoting members. The voting member class shall be comprised exclusively of the original incorporators of this corporation and all other members of this corporation shall comprise the nonvoting member class. The members of the voting class and the nonvoting class shall have the same rights, privileges and powers except the nonvoting member class shall have no voting rights. All voting rights shall be vested exclusively in the members of the voting class.

The admission of a member shall be by majority vote of the board of directors. The admission of a lawfully organized business entity to membership of the association shall require that all employee drivers of the business entity meet the same requirements as individual member applicants and then admission to membership in the corporation shall bestow upon each individual driver of the business entity. A member may resign from membership in the corporation by giving written notice to the secretary of the corporation, and resignation shall be effective upon receipt thereof. The membership of a member may be terminated by a majority vote of the board of directors of the corporation after giving the subject member notice of the cause of such proposed termination, and a right to be heard at the meeting of the board of directors held for such purpose. Upon the determination of a majority of the board of directors that the subject member's continued membership would be detrimental to the interest and objectives of the corporation, the subject member's membership shall be terminated immediately, with the results of such determination entered in the minutes of the corporation, and notice given to the terminated member. Each director shall have one vote on any matter coming before the board or on any matter on which the corporation members are granted a voting privilege under these articles of incorporation, the by-laws of the corporation or any applicable state statute or rule of law.

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

**C. Anthony Rumore, Esq.  
540 E. McNab Road (Suite C)  
Pompano Beach, FL 33060**

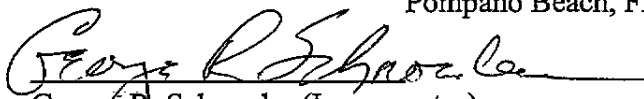

ARTICLE VII

INCORPORATOR


The name and address of the Incorporators to these Articles of Incorporation are:

George R. Schroeder  
540 E. McNab Road (Suite C)  
Pompano Beach, FL 33062

C. Anthony Rumore, Esq.  
540 E. McNab Road (Suite C)  
Pompano Beach, FL 33062

	<u>5/12/99</u>
George R. Schroeder (Incorporator)	Date
	<u>5/12/99</u>
C. Anthony Rumore (Incorporator)	Date

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.

	<u>5/12/99</u>
C. Anthony Rumore, Registered Agent	Date

FILED  
99 MAY 13 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA