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00 FEB 25 AM 9:25  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA



GREGG J. POMEROY, P.A.  
ATTORNEY AT LAW

2787 East Oakland Park Boulevard  
Suite 305-6  
Fort Lauderdale, Florida 33306

EFFECTIVE DATE  
3-1-00

Telephone (954) 561-0077  
Fax (954) 566-3160

January 26, 2000

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

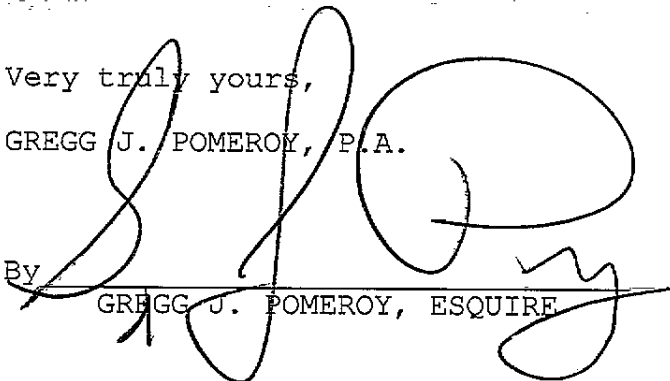
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Incorporation of Diversified Truckers of The United States, Inc.

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for Diversified Truckers Of The United States, Inc., as well as a check in the amount of \$78.75. Please file this corporation and forward same back to my attention, with certificate, at the above address.

Very truly yours,  
GREGG J. POMEROY, P.A.

By   
GREGG J. POMEROY, ESQUIRE

GJP/srp

Enclosures:  
Articles of Incorporation  
Check

**EFFECTIVE DATE**  
3-1-00

**FILED**  
00 FEB 25 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF DIVERSIFIED TRUCKERS OF THE UNITED STATES, INC.**

**ARTICLE 1, NAME**

The name of the corporation is DIVERSIFIED TRUCKERS OF THE UNITED STATES, INC.

**ARTICLE II, DURATION**

This corporation is to exist perpetually, commencing on March 1, 2000.

**ARTICLE III, PURPOSE**

This corporation is organized for the purpose of sales/brokerage of insurance related products and for the purpose of transacting any or all lawful business as a risk purchasing group.

**ARTICLE IV, CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of Five dollar (\$5.00) par value common stock, which shall be designated "Common Shares".

**ARTICLE V, VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors shall be vested exclusively in the holders of the outstanding common shares, except that the Board of Directors may elect a successor director to complete the term of a director who has died or resigned from office.

**ARTICLES VI, INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The corporation's principal office and registered office is 120 East Pine Street, Suite 11, Lakeland, FL 33801 and the mailing address is 120 Pine Street, Suite 11, Lakeland, FL 33801. The registered agent of this corporation at that address is Clyde J. Holliday, III.

**ARTICLE VII, INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from

time to time by the by-laws. The names and addresses of the initial directors of this corporation are:

Clyde J. Holliday IV, 1229 Pheasant Run Drive, Tallahassee, FL 32312

Clyde J. Holliday III, 653 Hunter Run Boulevard, Lakeland, FL 33809.

**ARTICLE VIII, MEETINGS BY CONFERENCE TELEPHONE  
AND WITHOUT A MEETING**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law. In addition, the directors of this corporation may take action by written consent, as provided by law.

**ARTICLE IX, INCORPORATORS**

The names and addresses of the persons signing these Articles are: Clyde J. Holliday, IV, 1229 Pheasant Run Drive, Tallahassee, FL 32312 and Clyde J. Holliday, III, 653 Hunter Run Boulevard, Lakeland, FL 33809.

**ARTICLE X, REMOVAL OF DIRECTORS**

At a meeting of the shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of more than fifty per cent (50%) of the shares then entitled to vote at an election of directors.

**ARTICLE XI, PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XII, BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XIII, INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIV, DIRECTOR CONFLICT OF INTEREST**

No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose.

1. If the fact of such common directorship, officership, or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
2. If such common directorship, or ownership, or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders;
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.


Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which approves such contract or transaction.

**ARTICLE XV, AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any Amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 18<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
CLYDE J. HOLLIDAY, IV, Subscriber

  
\_\_\_\_\_  
CLYDE J. HOLLIDAY, III, Subscriber  
and Registered Agent.

STATE OF FLORIDA  
COUNTY OF POLK

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CLYDE J. HOLLIDAY, IV and CLYDE J. HOLLIDAY, III, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 18<sup>th</sup> day of Feb, 2000.

  
NOTARY PUBLIC



Robert J. Brandeberry  
MY COMMISSION # CC533279 EXPIRES  
May 18, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

(SEAL)

Personally known  or produced identification  
Type of identification produced \_\_\_\_\_

**ACCEPTANCE AS REGISTERED AGENT**

I understand the duties of a registered agent and accept said duties.

Dated this 18<sup>th</sup> day of February, 2000.

  
CLYDE J. HOLLIDAY, III

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA