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TRANSMITTAL LETTER

FILED

02 MAR 29 PM 1:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: TRANS CITY CORPORATION
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100005176851--2
-03/29/02--01045--004
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: CLARA I OSORIO
Name (Printed or typed)
415 E. Vine Street
Address
Kissimmee, FL 34744
City, State & Zip
407 - 870-0453
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

CB 4-4

ARTICLES OF INCORPORATION
OF

TRANS CITY CORPORATION
(A FLORIDA PROFIT CORPORATION)

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the state of Florida; and further do agree to the following conditions of said corporation.

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be:

TRANS CITY CORPORATION

The initial street address of the principal office of this Corporation in the State of Florida is:

**7903 MAGNOLIA BEND CT
KISSIMMEE, FL 34747**

ARTICLE II

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless dissolved by action of law or by vote of the stockholders.

ARTICLE III

PURPOSE OF THIS CORPORATION

The general nature of the business to be transacted by this Corporation and the objects and purposes thereof are as follow:

1. Transacting any or all-lawful business for which corporations may be incorporated under Florida Statutes.
2. To engage in every phase and aspect of any legal business activity permitted in the state of Florida and United States of America.
3. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investment, and to own real and personal property necessary for the accomplishment of the corporation purposes.
4. To render transportation services to the public.

ARTICLE IV

AUTHORIZED CAPITAL

The maximum number of shares of stock that said Corporation is authorized to have outstanding at any time shall be 500 shares of \$1.00 par value common stock.

The capital stock may be paid for in property, labor or services at just valuation, to be fixed by the Incorporators or Directors at a meeting called for such purpose or at the organization meeting.

Shares are common and are divided as follow: 50% for Elizabeth Arnaud and 50% for Carolina Berdecia.

ARTICLE V

FIRST BOARD OF DIRECTORS AND OFFICERS

This Corporation shall have no less than One Director, who need not be stockholder. The number of Directors may be increased from time to time as the stockholders desire, in accordance with the By-Laws hereof of TRANS CITY CORPORATION. but at no time shall there be a number less than one (1).

The names and post office addresses of the First Board of Directors and Officers of this Corporation are as follows:

President: ELIZABETH ARNAUD – 7903 Magnolia Bend CT – Kissimmee, FL 34747

Vice-President: OLGA CAROLINA BERDECIA – 7903 Magnolia Bend – Kissimmee, FL 34747

ARTICLE VI

DEALINGS BY DIRECTORS

No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE VII

LIMITATION OF DIRECTOR'S LIABILITY

No director shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director for (a) any breach of the director's duty of loyalty to the corporation or its shareholders; (b) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (c) authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) any violation of Florida law (Directors Conflicts of Interest); or (e) any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

ARTICLE VIII

INDEMNIFICATION OF OFFICERS EMPLOYEES, AGENTS

Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a officer, employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is: **OLGA CAROLINA BERDECIA**
7903 Magnolia Bend Ct. - Kissimmee, FL 34747

ARTICLE X

BY LAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, propose by them to the stockholders and approved at a stockholders meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

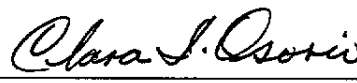
INITIAL REGISTERED AGENT & INCORPORATOR

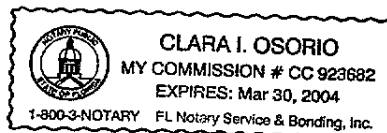
The initial Registered Office and Registered Agent of the Corporation is:

OLGA CAROLINA BERDECIA – 7903 Magnolia Bend Ct – Kissimmee, FL 34747

IN WITNESS WHEREOF, we hereunto set our hand(s) and the seal this March 21, 2002


OLGA C. BERDECIA
Incorporator


CLARA I. OSORIO
Notary Public



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OR PROCESS WITH THIS STATE, NAMING AGENT UPON WHO PROCESS MAY BE
SERVED.**


In compliance with Florida Laws and Statutes, the following is submitted:

That **TRANS CITY CORPORATION**, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the Articles of Incorporation, at the County of Osceola, State of Florida, has named **OLGA CAROLINA BERDECIA**, located at 7903 Magnolia Bend Ct - Kissimmee, FL 34747 as its agent to accept service of process within Florida.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


OLGA CAROLINA BERDECIA
Registered Agent

Date: March 21, 2002 - Osceola County, Kissimmee - Florida


Clara I. Osorio
Notary Public

