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TRANSMITTAL LETTER

FILED

02 JUN 28 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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*****78.75 *****78.75

SUBJECT: HIGGINBOTHAM - WELLS BUS INC
(Proposed corporate name - must include suffix)

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MILTON JONES & ASSOC.
Name (Printed or typed)

5640-1 TIMBUQUANA RD
Address

JACKSONVILLE FL 32210
City, State & Zip

904-771-1040
Daytime Telephone number

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

MT 6/28/02 7

ARTICLES OF INCORPORATION
OF
HIGGINBOTHAM-WELLS BUS INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to the Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under chapter 607 of the Florida Statutes.

ARTICLE 1 – NAME

The Name of the Corporation is **HIGGINBOTHAM-WELLS BUS INC.** (hereinafter, "corporation")

ARTICLE 2 – PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the state of Florida.

ARTICLE 3 – PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5694 MORSE AV, JACKSONVILLE, FL. 32244 and the mailing address is the same.

ARTICLE 4 – INCORPORATOR

The name and address of the incorporator of this Corporation is:
Angelo Petruccelli
5640-1 Timuquana Rd.
Jacksonville, Florida 32210

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: TONYA WELLS
Vice President: CECILE HIGGINBOTHAM

**MILTON JOHNS AND ASSOCIATES EA
5640-1 TIMUQUANA RD, JACKSONVILLE, FL 32210**

ARTICLE 6-DIRECTORS

The Director{s} of the Corporation shall be:

TONYA WELLS 590-19-6713
CECILE HIGGINBOTHAM

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **FIVE HUNDRED (500)** shares of common stock, each share having the par value of **ONE HUNDRED DOLLARS (\$100.00). 250 SHARES ISSUED TO TONYA WELLS AND 250 SHARES ISSUED TO CECILE HIGGINBOTHAM**

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director{s} may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director{s} may deem advisable in connection with such issuance.

7.5 The Board of Director{s} of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director{s} may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director{s} of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

MILTON JOHNS & ASSOCIATES EA
5640-1 TIMUQUANA RD, JACKSONVILLE, FL 32210

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

Article 9 – SHARE HOLDERS RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 –POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11- TERM OF EXISTENCE

This Corporation shall have perpetual existence.

MILTON JOHNS & ASSOCIATES EA
5640-1 TIMUQUANA RD, JACKSONVILLE, FL. 32210

ARTICLES 17- INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include Any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

MILTON JOHNS & ASSOCIATES EA

ARTICLE 18 LIABILITY OF STOCKHOLDERS

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE 19 AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon a shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator(s) has executed these Articles of Incorporation, this 24 day of JUNE, 2002

Angelo Petruccelli,  Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION**

Milton Johns, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent, in the above forgoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Milton Johns



MILTON JOHNS & ASSOCIATES EA
5640-1 TIMUQUANA RD, JACKSONVILLE, FL 32210

The undersigned directors have executed these Articles of Incorporation
this day of

02 JUN 28 PM 3:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

President

Donna Wells

I hereby accept the duties and responsibilities as VICE PRESIDENT.

Cecile H. Hyslop

Vice President

PERSONALLY KNOWN ☒ TO ME OR PRODUCED
IDENTIFICATION _____

ANGELO PETRUCCELLI NOTARY

Angelo Petrucelli

