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(Requestor's Name)

James L. Brooks
3124 North Shannon Lakes
Tallahassee, Florida 32309

(City/State/Zip/Phone #)

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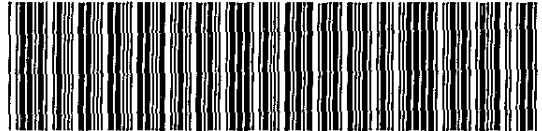
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DIVISION OF CORPORATION

FILED
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
USED HEAVY EQUIPMENT FOR SALE, INC.**

FILED
03 DEC -5 PM 2: 25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned does hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of incorporating USED HEAVY EQUIPMENT FOR SALE, INC. (the "Corporation"), under the laws of the State of Florida.

ARTICLE ONE - NAME

The name of the corporation is USED HEAVY EQUIPMENT FOR SALE, INC.

ARTICLE TWO - PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation's principal office shall be located at 3124 North Shannon Lakes, Tallahassee, Florida 32309, and its mailing address shall be Post Office Box 13327, Tallahassee, Florida 32317.

ARTICLE THREE - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE FOUR - GENERAL PURPOSE OF CORPORATION

The general purpose of the corporation and the nature of the business to be transacted by the corporation are to engage in any and all activities and exercise any and all powers, rights and privileges for which a corporation may now or hereinafter be organized under the laws of the State of Florida.

ARTICLE FIVE - CAPITAL STOCK

The maximum number of shares of any equity security that the corporation is authorized to have outstanding at any time shall be as follows:

Common Stock - One thousand (1,000) shares of common stock. The whole or any part of the common stock of the corporation shall be payable in lawful money of the

United States of America, or in property, labor or services at a just valuation to be fixed by the Board of Directors in its sole discretion.

ARTICLE SIX – REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and the street address of the initial registered office of the corporation shall be:

James L. Brooks
3124 North Shannon Lakes
Tallahassee, Florida 32309

The Board of Directors may move the registered office to any other address in the State of Florida.

ARTICLE SEVEN - INDEMNIFICATION

The Board of Directors is authorized, to the extent allowable by law, to indemnify any officers, directors, employees, or other agents of the corporation for any liability arising out of an act performed in furtherance of the officers', directors', employees', or agents' duties to the corporation. The Board of Directors may adopt an indemnification policy more restrictive than that allowed by law but shall set forth the indemnification policy in the corporation's Bylaws and shall not deviate therefrom without amending said Bylaws.

ARTICLE EIGHT - DIRECTORS

The corporation shall initially have four (4) directors. The number of directors may be increased or decreased by the Board of Directors, as expressed in the corporation's Bylaws, but shall never be less than one (1). A director is not required to meet any qualifications other than those required by the laws of the State of Florida. The name and addresses of the initial directors is as follows:

James L. Brooks, *President*

Joe Varner, *VP*

Sid Varner, *Treasurer*

Keith Lawson, *Secretary*

ARTICLE NINE - INCORPORATORS

The name and street address of the person acting as the incorporator of the corporation is as follows:

James L. Brooks
3124 North Shannon Lakes
Tallahassee, Florida 32309

ARTICLE TEN - PREEMPTIVE RIGHTS

All holders of the corporation's common stock shall have preemptive rights with respect to any stock, regardless of class or series, issued by the corporation subsequent to the date on which any such shareholder purchased his shares. The preemptive right of each individual shareholder shall entitle such shareholder to purchase a percentage of the stock to be issued by the corporation such that his proportionate ownership interest in the corporation will remain the same.

ARTICLE ELEVEN - BYLAWS

The Board of Directors shall have the power to adopt and amend bylaws for the corporation.

ARTICLE TWELVE - AMENDMENT

The Articles of Incorporation may be amended as provided under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation this 28th day of November, 2003.



JAMES L. BROOKS

ASSIGNMENT OF INCORPORATOR

FOR VALUABLE CONSIDERATION RECEIVED, the undersigned, being the Incorporator of record of Used Heavy Equipment For Sale, Inc., a Florida corporation, hereby assigns to Joe Varner, Sid Varner, Keith Lawson, all of the interest of the undersigned arising out of being such Incorporator.


JAMES L. BROOKS

Date: 12/1/03

**CERTIFICATE
OF
ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT OF
USED HEAVY EQUIPMENT FOR SALE, INC.**

FILED

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial registered agent for the service of process within the State of Florida, does hereby accept the appointment as such registered agent and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the registered office which is located at:

3124 North Shannon Lakes
Tallahassee, Florida 32301

The registered agent further acknowledges that he is familiar with and accepts the obligations of serving as registered agent.

IN WITNESS WHEREOF, I, such designated registered agent, have hereunto set my hand and seal at Tallahassee, Leon County, Florida, this 28th day of November, 2003.


JAMES L. BROOKS