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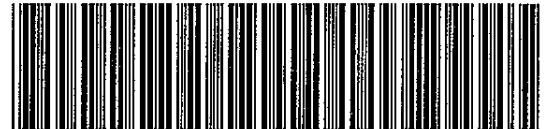
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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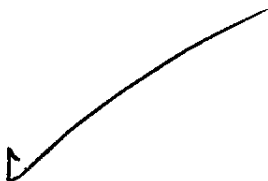
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04 APR 26 PM 2:46

CLERK OF COURT
CLARK COUNTY, NV



04/26/04

TRANSMITTAL LETTER

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

SUBJECT: Red Dog Express, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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: Ashley J. Wooten
Name (Printed or typed)

5430 Luce Rd.
Address

Lakeland, FL. 33813
City, State & Zip

813-417-8001 (cell)
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
RED DOG EXPRESS, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is: Red Dog Express, Inc.

ARTICLE II PRINCIPAL OFFICE

The street address of the initial principal office of the corporation in the State of Florida is 5430 Luce Road., Lakeland, Florida 33813. The Board of Directors may from time to time move the principal offices to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE III PERMITTED BUSINESS AND ACTIVITIES

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of the brokerage and transportation of food service products, (produce, vegetables, canned/bottled goods, etc.), and to engage in every aspect and phase of related businesses.

This corporation any engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other atate, territory, district, or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting generality of the foregoing, the corporation shall have power to:

- (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states, territories,

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
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- (b) possessions and dependencies of the United States, The District of Columbia, and in foreign countries.
- (c) Purchase the corporate assets of any other corporation and engage in the same character of business.
- (d) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest thereunder or herein.
- (e) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- (f) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (g) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities including capital. Shares of its own stock owned by this corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.
- (h) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- (i) *Make gifts for educational, scientific or charitable purposes.*
- (j) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.
- (k) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or was a

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RED DOG EXPRESS, INC

director, officer, employee or agent of the corporation , or is or was service at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprises against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) hereof.

- (1) Enter into general partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this Certificate of Incorporation, jointly or in common with others, so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers; and the foregoing enumeration of the specific powers does not limit or restrict in any manner the powers of the corporation.

ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of common stock having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgement of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLES OF INCORPORATION
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ARTICLE V TERM OF EXISTENCE

The existence of this corporation is to begin at the same time these Articles of Incorporation are filed with the Department of State and to continue perpetually thereafter.

ARTICLE VI REGISTERED AGENT

The registered agent of the corporation and the address of the registered agent and registered offices of the corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Ashley J. Wooten	5430 Luce Rd. Lakeland, FL. 33813

ARTICLE VII DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, as provided in the By-Laws.

ARTICLE VII DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with and By-Laws that may be adopted by the stockholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association, or other enterprise of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be deemed to be invalid

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because of the presence of such director or directors at the meeting of the Board of Directors of this corporation , which acts upon, or in reference t, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be directed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve, and ratify such contract or transaction by a vote of majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote.) This paragraph shall not be construed to invalidate any contract or other transaction would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VII ORIGINAL DIRECTORS

The name and street address of each member of this first Board of Directors is:

<u>Name</u>	<u>Address</u>
Ashley J. Wooten	5430 Luce Rd. Lakeland, FL. 33813

ARTICLE VIII SUBSRIBERS

The name and street address of Ashley J. Wooten, the subscriber to these articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Ashley J. Wooten	5430 Luce Rd. Lakeland, FL. 33813

The subscriber of these Articles of Incorporation hereby assigns to this corporation any and all of his rights under Section 607.0201, Florida Statutes, to constitute a corporation.

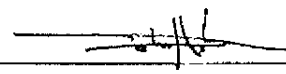
ARTICLE IX AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted and subject to this

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reservation. These articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

IN WITNESS WHEREOF, Ashley J. Wooten, the undersigned subscriber, has hereunto set his hand and seal this 21st day of April, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file with the Department of State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

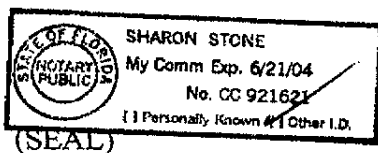

Ashley J. Wooten
Subscriber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day personally appeared before me, Ashley J. Wooten, personally known to me, the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal at the state and county noted above, this 21st day of April, 2004.




Notary Public
My Commission Expires: