

P04000158870

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

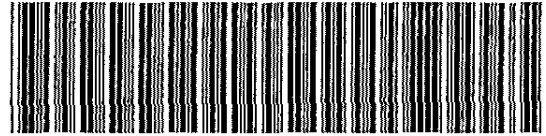
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200042680982

07/15/04--01026--017 \*\*87.50

FILED  
SECRETARY OF STATE  
DIVISION OF REVENUE  
04 NOV 15 AM 9:39

2B 463

TRANSMITTAL LETTER

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

SUBJECT: **KL LOGISTICS, 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: **THOMAS A. BLAIR**  
Name (Printed or typed)

**R.O. Box 1670**  
Address

**CALLAHAN, FL 32011-1670**  
City, State & Zip

**(904) 879-6336**  
Daytime Telephone number

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

**Articles of Incorporation  
of  
K L LOGISTICS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 NOV 15 AM 9:39

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

**Article 1 – Name of the Corporation**

The name of the Corporation is, for all purposes, whether for public or private use, the specific and properly spelled name of **K L LOGISTICS, INC.**

**Article 2 – Purpose of the Corporation**

The primary purpose of this Corporation is to earn profits in behalf of its shareholders while performing process engineering services and other related and unrelated services and products as may be otherwise permitted by Chapter 607 of the Florida Statutes, as amended.

**Article 3 – Principal Office of the Corporation**

The initial principal office and mail address of the Corporation is:

**2856 Sadler Road, Ste C  
Fernandina Beach, FL 32034**

**Article 4 – The Incorporator of the Corporation**

The name and street address of the sole incorporator of this Corporation is:

**BLAIR, Thomas A.  
P O BOX 1670 - 54025 Jeannie Road  
Callahan, FL 32011-1670**

## **Article 5 – The Initial Directors and Officers of the Corporation**

The initial directors and officers of the Corporation selected by the sole incorporator to serve until the next scheduled election by shareholders of the Corporation are named and otherwise identified as follows:

**HAGINS, Betty J., Director and President  
P O Box 27 - 86820 Cardinal Road  
Yulee, FL 32041-0027**

**SCOTT, Karla S., Director and First Vice President  
85785 Blackmon Road  
Yulee, FL 32097-4749**

**MOORE, LaTrecia A., Director and Treasurer  
2858 Mantanzas Avenue  
Fernandina Beach, FL 32034-4396**

**BLAIR, Thomas A., Director and Secretary  
P.O. Box 1670 – 54025 Jeannie Road  
Callahan, FL 32011-1670**

## **Article 6 – Corporate Capitalization**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **One Hundred (100) Shares of common stock, with each share having a par value of One Hundred Dollars (\$100.00) each.**

6.2 No holder of shares of stock of any class of record 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 directors may, in authorizing the issuance of shares of stock of any class, confer preemptive right that the board of directors may deem appropriate and advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize 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 directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any un-issued 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 redemptions of the stock, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

### **Article 7 – Sub-Chapter S Corporation Election**

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

7.1 The shareholders of record 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 federal Internal Revenue Code of 1986, as amended, unless the shareholders of record of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of record of this Corporation, without the written consent of the other shareholders of record of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders of record 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 Sub-chapter S of the federal Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each shareholder of record of this Corporation shall be obligated to sign a Notarized statement of obligation to the Corporation and to the other shareholders of record an acknowledgement that states:

*"I understand fully and acknowledge that the shares of stock of K L Logistics, Inc., a domestic Florida for-profit Corporation may not be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the federal Internal Revenue Code of 1986, as amended. I further understand that should I intentionally or un-intentionally violate this responsibility and obligation to the Corporation and to the other shareholders of record of this Corporation, I will be subject both to private censure by the board of directors and to possible legal action for damages by other shareholders of record of the Corporation, subject at all times to all appropriate provisions of the civil and criminal Florida Statutes."*

### **Article 8 – Powers of the 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 and all limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### **Article 9 – Term of Existence of the Corporation**

This Corporation shall have perpetual existence.

### **Article 10 – Recognized Title to Shares of the Corporation**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation ("shareholders of record") as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof. Shareholders of record shall be recognized as vested owners of same; but any and all others, those who are not shareholders of record, may exercise only those rights as may be required by the findings of a court of jurisdiction as may be limited or expanded by Florida Statutes.

### **Article 11 – Corporation's Registered Office And Registered Agent**

The initial address of the registered office of this Corporation is located at office address of 2856 Sadler Road, Ste C, Fernandina Beach, FL 32034. The name and address of the registered agent of this Corporation is:

**BLAIR, Thomas A.  
P O Box 1670 – 54025 Jeannie Road  
Callahan, FL 32011-1670**

**Article 12 – Corporation's Federal Employer  
Identification Number**

The Corporation shall bear **20-1871779** as its permanent federal employer identification number until or unless otherwise changed by the Internal Revenue Service now or in the future.

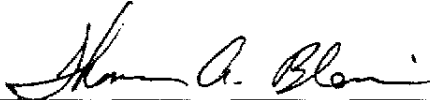
**Article 13 – Bylaws of the Corporation**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders of record, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a simple majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**Article 14 – Effective Date of Incorporation of the Corporation**

These Articles of Incorporation shall be effective immediately upon the date of **November 15th, 2004**.

***The above Articles of Incorporation for and in behalf of K L Logistics Inc. and also for and in behalf of its subsequent shareholders are hereby affirmed, subscribed and sealed this 12th day of November, 2004:***

  
\_\_\_\_\_  
Thomas A. Blair, Sole Incorporator

11/12/04  
Date

***Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.***

  
\_\_\_\_\_  
Thomas A. Blair, Registered Agent

11/12/04  
Date

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 NOV 15 AM 9:39