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### POWELL, POWELL & POWELL ' ATTORNEYS AT LAW

ESTABLISHED 1951

WWW.POWELLLAWFIRM.COM

P. O. Box 277 422 N. MAIN STREET CRESTVIEW, FL 32536 950-682-2757 FAX 850-689-1588 SANTA ROSA EXECUTIVE PLAZA 151 MARY ESTHER BLVD., STE. 312A MARY ESTHER, FL 32569 850-664-5364 FAX 850-664-6175

IN REPLY ADDRESS FIRM AT

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Crestview

GILLIS E. POWELL, SR. GILLIS E. POWELL, JR. AVA SUGAN POWELL<sup>4</sup> DIXIE DAN POWELL LACEY POWELL CLARK JAMES G. CLARK

\*TEXAS BAR ALSO

November 4, 2005

Department of State Division of Corporations Corporate Filings P. O. Box 6327 Tallahassee, Florida 32314

# RE: All Florida Truck Insurance, Inc.

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Dear Sir/Madam:

Enclosed is the original and one (1) copy of the Articles of Incorporation for All Florida Truck Insurance, Inc., along with a check in the amount of \$78.75, representing \$70.00 filing fee and \$8.75 for a certified copy.

,

Very truly yours,

P.F. 1.-

DDP/lhp Enclosures: as stated

cc: Linda G. Payne



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 10, 2005

POWELL, POWELL & POWELL 422 N. MAIN ST. CRESTVIEW, FL 32536

SUBJECT: ALL FLORIDA TRUCK INSURANCE, INC. Ref. Number: W05000050666

We have received your document for ALL FLORIDA TRUCK INSURANCE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2006 date is</u> <u>needed</u>, otherwise the date of receipt will be the file date. <u>A separate article</u> <u>must be added to the Articles of Incorporation for the effective date.</u>

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis Document Specialist NEW FILINGS

Letter Number: 105A00067188

# POWELL, POWELL & POWELL ATTORNEYS AT LAW

ESTABLISHED 1951

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Crestview

GILLIS E. POWELL, SR. GILLIS E. POWELL, JR. AVA SUSAN POWELL\* DIXIE DAN POWELL LACEY POWELL CLARK JAMES G. CLARK

\*TEXAS BAR ALSO

November 15, 2005

Carolyn Lewis, Document Specialist Department of State/Division of Corporations **Corporate Filings** P. O. Box 6327 Tallahassee, Florida 32314

# **RE:** All Florida Truck Insurance, Inc.

Dear Ms. Lewis:

Pursuant to your letter dated November 10, 2005, the referenced correction has been made and the original and one (1) copy of the Articles of Incorporation for All Florida Truck Insurance, Inc., along with a copy of the referenced letter are enclosed.

Very truly yours,

Dictated but not signed to avoid delay

DIXIE D. POWELL

DDP/lhp Enclosures: as stated

# ARTICLES OF INCORPORATION OF ALL FLORIDA TRUCK INSURANCE, INC.

The undersigned, acting as incorporator of a corporation for profit under the Florida Géné Corporation Act, adopts the following Articles of Incorporation for such corporation.

### <u>ARTICLE I.</u>

**NAME:** The name of this corporation is **ALL FLORIDA TRUCK INSURANCE, INC.** and the principal place of business shall be at 105 Navajo Trace, Crestview, Florida 32536.

### ARTICLE II.

**<u>DURATION</u>**: The corporation shall exist perpetually.

### ARTICLE III.

**PURPOSE:** The purpose or purposes for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida. This shall be a general purpose corporation. Its goals and purposes shall be determined by its directors. The corporation may hire such employees as may be necessary or desirable to accomplish its purposes, and may hold such licenses as are necessary or convenient for corporate purposes. Additionally, the corporation shall be entitled to enter into contracts of every nature to own real or personal property, to borrow money, and to do all other things necessary or convenient to corporate purposes, and to do all things authorized by the State of Florida.

### ARTICLE IV.

**CAPITAL STOCK:** The amount of capital stock authorized by the corporation shall be one hundred (100) shares of common stock with no par value per share. The whole or any part of the capital stock of this corporation shall be payable in cash, or in property, labor or services, at a just valuation to be fixed by the Board of Directors.

### ARTICLE V.

**INITIAL CAPITAL:** The amount of capital stock with which this corporation shall begin business shall not be less than One Thousand Dollars (\$1,000.00).

### ARTICLE VI.

**SHAREHOLDER'S RIGHTS:** Except as otherwise provided by law, the entire voting power of the election of directors and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

### ARTICLE VII.

**PREEMPTIVE RIGHTS:** Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as maybe done without issuance of fractional shares) at the price at which it is offered to others.

### ARTICLE VIII.

**INITIAL REGISTERED OFFICE:** The street address of the initial registered office of this corporation in the State of Florida is 422 N. Main Street, Crestview, Florida 32536. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

### ARTICLE IX.

**INITIAL REGISTERED AGENT:** The initial registered agent of this corporation is **DIXIE D. POWELL, Esq.,** Powell, Powell & Powell, 422 N. Main Street, Crestview, Florida 32536.

### ARTICLE X.

**INITIAL DIRECTORS AND OFFICERS:** This corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws.

The names and addresses of the initial Directors and Officers are as follows:

ADDRESS:

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Linda G. Payne

105 Navajo Trace Crestview, Florida 32536

Harry B. Payne

105 Navajo Trace Crestview, Florida 32536 Director

President/Secretary-Treasurer

Vice President Director

OFFICE:

### ARTICLE XI.

**INCORPORATION:** The name and address of the Incorporators signing these Articles of Incorporation is Linda G. Payne, 105 Navajo Trace, Crestview, Florida 32536.

## ARTICLE XII.

**<u>CUMULATIVE VOTING</u>**: At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

### ARTICLE XIII.

**AMENDMENTS:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at shareholders' meetings by a majority of the shareholders entitled to vote thereon.

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STATE OF FLORIDA,

COUNTY OF OKALOOSA,

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared **LINDA G. PAYNE**, to me known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this the  $\underline{7^{\prime\prime\prime}}_{day}$  of <u>November</u>, 2005.



Notary Public My Commission Expires: 7-11-07

# <u>CERTIFICATE DESIGNATING REGISTERED AGENT AND</u> <u>PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF</u> <u>PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT</u> <u>UPON WHOM PROCESS MAY BE SERVED</u>

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that ALL FLORIDA TRUCK INSURANCE, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 105 Navajo Trace, Crestview, Florida 32536, has named **DIXIE D. POWELL**, **Esq**, Powell, Powell & Powell, located at 422 N. Main Street, Crestview, Florida 32536, as its agent to accept service of process within Florida.

Dated this \_\_\_\_\_\_ day of \_\_\_\_\_\_ November, 2005.

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### ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I, **DIXIE D. POWELL**, hereby accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper performance of my duties.

POWELL

