

**P05000163833**

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**FLORIDA PROFIT CORPORATION OR P.A.**

**GRIMES TRANSPORTATION BROKERAGE, INC.**

Certificate of Status	0
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AUDIT NO H050002858863

ARTICLES OF INCORPORATION  
OF

GRIMES TRANSPORTATION BROKERAGE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is GRIMES TRANSPORTATION BROKERAGE, INC.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is 600 North Ellis Road, Jacksonville, Florida 32254.

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock which shall be designated "Common Shares."

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## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202-4308, and the name of the initial registered agent of this corporation at that address is Howard L. Dale.

## ARTICLE VII

### Directors

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the Bylaws, but there shall always be at least one (1) director.

## ARTICLE VIII

### Initial Director

The name and street address of the initial director of the corporation are:

Thomas L. Grimes  
600 North Ellis Road  
Jacksonville, Florida 32254

## ARTICLE IX

### Incorporator

The name and street address of the person signing these Articles are:

Michael A. Candeto  
200 West Forsyth Street, Suite 1100  
Jacksonville, Florida 32202-4308

## ARTICLE X

### Bylaws

The initial bylaws of this corporation shall be adopted by the initial director. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

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## ARTICLE XI

### Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE XII

### Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## ARTICLE XIII

### Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE XIV

### Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.


## ARTICLE XV

### 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 may be done without issuance of fractional shares) at the price at which it is offered to others.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of December, 2005.



Michael A. Candeto, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

Execution of the foregoing instrument was sworn to and acknowledged before me by Michael A. Candeto, as incorporator of Grimes Transportation Brokerage, Inc., a Florida corporation, on behalf of the corporation, this 14th day of December, 2005. Affiant ☒ is personally known to me or \_\_\_\_\_ produced \_\_\_\_\_ as identification.



Notary Public, State of Florida at Large

My commission expires: 10/20/09

Notarial Seal:



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## GRIMES TRANSPORTATION BROKERAGE, INC.

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, GRIMES TRANSPORTATION BROKERAGE, INC., a Florida corporation (the "Corporation"), hereby submits the following statement designating the registered office and registered agent in the State of Florida.

1. The name of the Corporation is: GRIMES TRANSPORTATION BROKERAGE, INC.
2. The name of the registered agent and the address of the registered office of the Corporation are:

NAME: Howard L. Dale

ADDRESS: 200 West Forsyth Street, Suite 1100  
Jacksonville, Florida 32202-4308

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

By:

Howard L. Dale  
Howard L. Dale, Registered Agent

Dated:

Dec. 15, 2005

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