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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**COMPASS LOGISTICS, INC.**

Certificate of Status	1
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44-9-4  
2006

**ARTICLES OF INCORPORATION**  
**OF**  
**COMPASS LOGISTICS, INC.**

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TALLAHASSEE, FLORIDA

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

**ARTICLE I**

**Name**

**Section 1.1. Name.** The name of the corporation is **COMPASS LOGISTICS, INC.**

**ARTICLE II**

**Duration**

**Section 2.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**Purposes**

**Section 3.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV**

**Capital Stock**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of voting common stock.

The shares of stock may be issued for such consideration, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

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**ARTICLE V**

**Principal Office**

The principal office and mailing address of the corporation is 1730 Kingsley Avenue, Suite E, Orange Park, Florida 32073.

**ARTICLE VI**

**Initial Registered Office and Agent**

**Section 6.1. Name and Address.** The street address of the initial registered office of this corporation 1730 Kingsley Avenue, Suite E, Orange Park, Florida 32073, and the name of the initial registered agent of this corporation is Shawn Gihl.

**ARTICLE VII**

**Directors**

**Section 7.1. Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

**Section 7.2. Initial Directors and Officers.** The names and street addresses of the members of the first board of directors and officers of the corporation are:

<b><u>NAME</u></b>	<b><u>STREET ADDRESS</u></b>
Shawn Gihl President/Treasurer/Secretary/Director	1730 Kingsley Avenue, Suite E Orange Park, Florida 32073
Marcus Smith Vice President	1704 Clemson Road Jacksonville, Florida 32217

**Section 7.3. Compensation.** The board of directors is hereby specifically authorized to make provision 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 7.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

**COMPASS LOGISTICS, INC.**, desiring to organize or qualify under the laws of the State of Florida hereby designates SHAWN GIHL, its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1730 Kingsley Avenue, Suite E, Orange Park, Florida 32073.



Shawn Gihl

Dated: April 5<sup>th</sup>, 2006

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



Shawn Gihl

Dated: April 5<sup>th</sup>, 2006

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CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

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**ARTICLE VIII**

**Bylaws**

**Section 8.1 Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX**

**Incorporator**

**Section 9.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Shawn Gihl  
1730 Kingsley Avenue, Suite E,  
Orange Park, Florida 32073

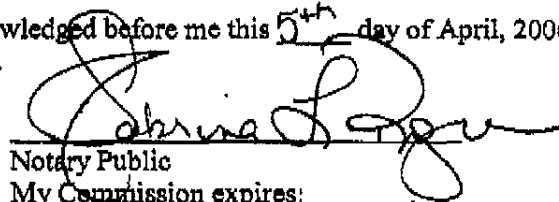
IN WITNESS WHEREOF, the incorporator has executed these Articles the 5<sup>th</sup> day of April, 2006.



Shawn Gihl

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of April, 2006, by Shawn Gihl who is personally known to me.



Notary Public  
My Commission expires:

