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C.J. 10-17

October 2, 2006

Department of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for C.L.P. Express, Inc. for filing by your office.

Also enclosed you will find a check in the amount of Seventy Eight Dollars and Seventy-Five Cents (\$78.75).

Kindly return a conformed copy of the Articles of Incorporation, once filed to the undersigned in the enclosed envelope.

Thank you for your assistance in this matter and if you have any questions, please contact the undersigned.

k. Dunbar

Sincerely

Phone: 407.509.5712



#### FLORIDA DEPARTMENT OF STATE Division of Corporations

October 5, 2006

TERRI PARNELL 4103 OLD TRAFFORD WAY ORLANDO, FL 32810

SUBJECT: C.L.P. EXPRESS, INC. Ref. Number: W06000043865

We have received your document for C.L.P. EXPRESS, 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 must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2007 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article 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 Filing Section

Letter Number: 606A00059167

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#### FILED

### ARTICLES OF INCORPORATION 06 OCT 16 PM 2: 52 OF C.L.P. EXPRESS, INC.

SECRETARY OF STATE TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

#### ARTICLE I - NAME

The name of the corporation shall be **C.L.P. EXPRESS, INC.** 

#### ARTICLE II PURPOSE OF THE CORPORATION

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which the corporation may be incorporated under the Florida General Corporation Act.

#### ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be 4103 Old Trafford Way, Orlando, Florida 32810.

#### ARTICLE IV **OFFICERS**

The officers of the Corporation shall be:

President

Chad Parnell

Vice President

Steve Parnell

Secretary

Terri Parnell

Treasurer

Terri Parnell

Whose address shall be the same as the principal office of the Corporation.

#### ARTICLE V DIRECTOR(S)

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1) or more than nine (9).

#### ARTICLE VI CORPORATE CAPITALIZATION

- 6.1 The maximum number of shares of stock that this corporation is authorized to have outstanding at any time if Five Hundred shares of Common Stock, each share having a par value of One Dollar (\$1.00).
- 6.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
- 6.3 All holders of common stock, upon the dissolution of the Corporation, Shall be entitled to receive the net assets of the Corporation.
- 6.4 No holder of shares of stock of any class shall have the 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 Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.
- 6.5 The Board of Director(s) of the Corporation may authorize the issuance 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 Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.
- 6.6 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

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### ARTICLE VII SUB-CHAPTER S CORPORATION

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

The shareholders of the Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' 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 Subchapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

### ARTICLE VIII SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stick of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of Shareholders of the Corporation and transferability of the share of stock in the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

### ARTICLE IX 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 limitations or restrictions imposed by applicable law or these Articles of Incorporation.

### ARTICLE X TERM OF EXISTENCE

The Corporation shall have perpetual existence.

### ARTICLE XI REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share of right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation 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 noticed thereof.

### ARTICLE XII REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation is 4103 Old Trafford Way, Orlando, FL 32810. The name and address of the registered agent of this Corporation is Terri Parnell, 4103 Old Trafford Way, Orlando, FL 32810.

## ARTICLE XIII BY-LAWS

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

### ARTICLE XIV EFFECTIVE DATE

These Articles of Incorporation shall be effective up subscription and acknowledgment of these Articles of Incorporation, except that in the event the Articles of Incorporation are not filed with the Florida Department of State Division of Corporations within five (5) days, exclusive of legal holidays, after subscription and acknowledgement hereof, corporate existence shall begin when these articles are filed with the Florida Department of State Division of Corporations.

#### ARTICLE XV AMENDMENT

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 stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to a vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation is made.

### ARTICLE XVI CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholder' meeting. If all of the Directors, severally, or collectively, likewise, consent in writing or writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

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.

Signature/Registered Agent
Date: 10/10/06