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Amended & Restated

APR 1 2 2012 **T. BROWN** 



Suite 1400 301 East Pine Street (32801)

P.O. Box 3068

ORLANDO, FLORIDA 32802-3068

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Тамра

April 6, 2012

#### VIA FEDERAL EXPRESS

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

Re:

National Semi-Trailer Corp

Client-Matter No. 45877-58

#### Dear Sir/Madam:

Enclosed is an Amended and Restated Articles of Incorporation of National Semi-Trailer Corp. Please file the same, and provide the undersigned with a certified copy. We have enclosed our firm's check numbered 335846 in the amount of \$43.75 to cover the cost. A stamped, self-addressed envelope is also enclosed for your convenience in returning the certified copy.

Thank you for your attention to this matter. Please feel free to give me a call if you have any questions.

/

Guy S. Haggard

GSH/mch Enclosures

### AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

#### NATIONAL SEMI-TRAILER CORP.



The undersigned, on behalf of NATIONAL SEMI-TRAILER CORP., a Florida corporation (the "Corporation"), has executed these Amended and Restated Articles of Incorporation, as approved by the Board of Directors and the Shareholders of the Corporation effective as of March 2012, pursuant to Sections 607.0821 and 607.0704, *Florida Statutes*. The number of votes cast by the shareholders by written consent was sufficient for approval.

These Amended and Restated Articles of Incorporation amend and restate in their entirety the Corporation's existing Articles of Incorporation, as filed with the Florida Department of State on or about December 21, 2007, as follows:

#### ARTICLE I - NAME AND MAILING ADDRESS

The name of the Corporation is NATIONAL SEMI-TRAILER CORP. The mailing address of the Corporation is 2300 East Landstreet, Orlando, Florida 32824.

#### <u>ARTICLE II – DOMESTICATION OF CORPORATION</u>

The Corporation was incorporated under the laws of the State of Michigan on July 9, 1975. In accordance with Section 607.1801, *Florida Statutes*, the Corporation was domesticated in the State of Florida on or about December 21, 2007 by the Corporation's filing, with the Florida Department of State, of a Certificate of Domestication and the Corporation's original Articles of Incorporation.

#### ARTICLE III - CORPORATE EXISTENCE

In accordance with Section 607.1801, *Florida Statutes*, the existence of the Corporation is deemed to have commenced on July 9, 1975, the date the Corporation originally commenced its existence in the State of Michigan.

**ARTICLE IV - DURATION** 

The Corporation shall exist perpetually.

**ARTICLE V - PURPOSE** 

The Corporation is organized for the purpose of transacting any or all lawful businesses

for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE VI - CAPITAL STOCK** 

The maximum number of shares of capital stock that the Corporation is authorized to

issue and have outstanding at any one time is one hundred thousand (100,000) shares of

Common Stock, no par value.

Each holder of shares of Common Stock shall be entitled to one vote for each share of

Common Stock registered in his, her or its name on the books of the Corporation, and there

shall be no differences in voting rights or dividend or liquidation rights among the shares of

Common Stock so issued. Dividends may be paid on the Common Stock when and as

declared, out of the unreserved earned surplus of the Corporation. Dividends on Common

Stock may be in the form of cash, property, or additional shares of stock of the Corporation, or

in any combination of the foregoing.

**ARTICLE VII - REGISTERED OFFICE AND AGENT** 

The street address of the registered office of the Corporation shall be:

301 E. Pine Street, Suite 1400

Orlando, Florida 32801

The name of the registered agent of the Corporation at that address shall be:

Guy S. Haggard

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**ARTICLE VIII - BOARD OF DIRECTORS** 

A. The Corporation has one (1) director as of the date hereof. The number of

directors of the Corporation may be either increased or decreased from time to time in

accordance with the Corporation's Bylaws, but shall never be less than one (1).

B. The name and address of the current director of the Corporation is as follows:

Joe C. Bromley, II

2300 East Landstreet Road Orlando, Florida 32824

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in each of the Board

of Directors and the shareholders, acting separately or jointly.

**ARTICLE XI - AMENDMENT** 

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the

shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated

Articles of Incorporation as of the day of March, 2012.

NATIONAL SEMI-TRAILER CORP., a Florida

corporation

By:\_

Joe C. Bromley, II, its Chief Executive Officer

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## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT NATIONAL SEMI-TRAILER CORP.

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. The undersigned is familiar with, and accepts the duties and obligations of, Section 607.0505, *Florida Statutes*.

Guy S. Hadigard