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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W10-7387

dec 2/10

## COVER LETTER

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Next Generation II, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Oscar P. Brown II  
Name (Printed or typed)

950 Cerro St.  
Address

St. Augustine, FL 32084  
City, State & Zip

804.909.7339  
Daytime Telephone number

dmclennons@earthlink.net  
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 FEB 23 A 11:21

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**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 12, 2010

OSCAR P BROWN, II  
950 CERRO ST  
ST AUGUSTINE, FL 32084

SUBJECT: NEXT GENERATION II, INC.  
Ref. Number: W10000007387

We have received your document for NEXT GENERATION II, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

You must list at least one incorporator with a complete business street address.

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

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

You cannot use another form as an attachment to your articles.

Please return the corrected 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) 245-6879.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 710A00003657

*Adding corrections to  
my attention. 2/13  
dcc*

ARTICLES OF INCORPORATION  
OF  
NEXT GENERATION II, INC.

FILED  
2010 FEB 23 A 11:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation shall be NEXT GENERATION II, INC.

ARTICLE II

PURPOSES

This corporation is formed to provide the highest quality transportation services to the public at fair and reasonable prices.

ARTICLE III

STOCK

The Corporation shall have 5000 shares of authorized stock.

ARTICLE IV

DIRECTORS

Section 1. Number and Qualifications. The initial Directors shall be those set forth below. The minimum and maximum number of Directors and the qualification of such Directors shall be set forth in the By-Laws of the Corporation.

Section 2. Term and Election. The initial directors shall serve until the annual meeting scheduled for December 2011. Future directors shall be nominated by, voted on, and approved by the shareholders of the corporation. The nominee shall hold office

until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 3. Powers. The Board of Directors shall manage and govern the affairs of the Corporation and shall have all rights and powers of directors under applicable laws of the Commonwealth of Virginia including the power to adopt and amend By-Laws of the Corporation.

Section 4. Initial Directors. The following shall be the initial directors:

Oscar P. Brown II  
950 Cerro St.  
St. Augustine, FL 32084

Section 5. Vacancies. Vacancies in the Board of Directors shall be filled forthwith by the remaining directors until the next annual meeting of the Corporation at which a replacement is elected.

## ARTICLE V

### REGISTERED OFFICE

The address of the initial registered office is 950 Cerro St. The name of the City in which the initial registered office is located is the City of St. Augustine, Florida. The name of the initial registered agent is Oscar P. Brown II, whose principal office is the same as the registered office of the Corporation and who is a resident of the State of Florida and an initial director of the corporation.

## ARTICLE VI

### INDEMNIFICATION AND LIMITATION OF LIABILITY

Section 1. Indemnification of Directors and Officers. The Corporation shall indemnify each Director and Officer against liabilities, including judgments, awards, fines, amounts paid in settlement and reasonable attorney's fees, costs and other expenses and liabilities, incurred by him in connection with any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (any of which is hereinafter referred to as a "proceeding") to which he may be made a party by reason for his being or having been a Director or Officer of the Corporation if: (i) he conducted himself in good faith; (ii) he believed, in his official capacity with the Corporation, that his conduct was in the best interests of the Corporation, and in all other cases, that his conduct was not opposed to the best interests of the Corporation; and (iii) he had no reasonable cause to believe, in the case of any criminal proceeding, that his conduct was unlawful. The Corporation shall not indemnify any Director or Officer against his willful misconduct or a knowing violation of the criminal law or against any liability incurred by him in any proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation or in any proceeding charging improper personal benefit to him or involving action in his official capacity, in which he was adjudged liable by a court of competent jurisdiction on the basis that personal benefit was improperly received by him.

Section 2. Determination. Except as specifically otherwise provided herein, the termination of a proceeding by judgment, order, settlement or conviction is not, of itself, determinative that an individual did not meet the standard of conduct set forth above or

that the conduct of such individual constituted willful misconduct or a knowing violation of a criminal law. Unless ordered by a court of competent jurisdiction, any indemnification hereunder shall be made by the Corporation upon a determination that indemnification of the individual is permissible in the circumstances because he met the standard of conduct set forth herein and the conduct of such individual did not constitute willful misconduct or a knowing violation of criminal law.

Section 3. Method of Determination. Such determination shall be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such proceeding; or (ii) if such quorum cannot be obtained, by majority vote of a committee, consisting of two or more Directors not at the time parties to the proceeding, designated by the Board of Directors, including Directors who are parties to the proceeding; or (iii) by independent legal counsel selected by the Board of Directors who are parties to the proceeding, or its committee designated in the manner heretofore provided for, or, if such a quorum of the Board of Directors cannot be obtained and such a committee cannot be designated, independent legal counsel selected by a majority of the Board of Directors who are parties to the proceeding. The Board of Directors in making any such determination or referring any such determination to independent legal counsel must act with reasonable promptness when indemnification is sought by any Director or Officer.

Section 4. Advance for Expenses. Expenses incurred in defending any proceeding may be paid or reimbursed by the Corporation in advance of the final disposition of such proceeding, if authorized in the manner set forth in Section 3 of this Article, upon receipt of a written statement that (i) such Director or Officer in good faith

believes that his conduct permits indemnification hereunder and (ii) such Director or Officer promises to repay such amount unless it shall ultimately be determined that he is not entitled to indemnification.

Section 5. Indemnification of Employees and Agents. The Corporation may, but shall not be required to, indemnify and advance expenses to employees and agents of the Corporation to the same extent as indemnification and advances of expenses are herein provided for with respect to Directors and Officers.

Section 6. Limitation on Liability of Directors and Officers. In any proceeding brought by or in the right of the Corporation, the liability of and damages assessed against a Director or Officer of the Corporation arising out of or resulting from a single transaction occurrence or course of conduct shall be limited and shall not exceed the lesser of (i) the annual amount of cash compensation paid to such Director or Officer, if any, or (ii) the sum of One Hundred Dollars (\$100.00). However, the liability of a Director or Officer of the Corporation shall not be limited as provided herein if the Director or Officer engaged in gross negligence, willful misconduct or a knowing violation of the criminal law.

Section 7. References to Directors and Officers. Every reference in this Article to a Director or Officer of the Corporation shall include every Director or Officer or former Director or Officer of the Corporation, any predecessor corporation or any corporation which shall have been merged into or consolidated with the Corporation and every person who may have served at the request of the Corporation as a Director or Officer or in a similar capacity of another Corporation, partnership, joint venture, trust or other



enterprise and, in all such cases, the heirs, executors, and administration of such Director or Officer.

## ARTICLE VII

### AMENDMENTS

These articles may be amended by a vote of three quarters (3/4) of the Directors present and entitled to vote at a Board of Directors meeting at which a quorum is present called for such a purpose.

GIVEN under our signature(s) this 14<sup>th</sup> day of January 2010.

Incorporator(s):

OSCAR P. BROWN II

OSCAR P. BROWN II

950 Cerro St.  
St. Augustine, FL 32084

I hereby am familiar with and accept the duties  
and responsibilities as Registered Agent.

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TALLAHASSEE, FLORIDA