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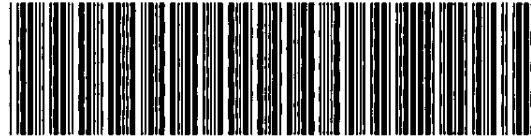
(Business Entity Name)

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FILED  
2014 AUG 26 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

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

**SUBJECT:** New River Trucking, Inc.,

**FROM:**

Ray E. Thomas, Jr.  
Ray E. Thomas, Jr., P.A.  
FLB #0978205  
P.O. Box 39  
Bell, FL 32619  
E-mail address (to be used for future annual report notification): retbelllaw@gmail.com

For further information concerning this matter, please call Ray E. Thomas, Jr. at (352) 463-0077.

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

\$35.00 for Filing Fee and (1) Designation of Registered Agent and a check for \$35.00

**ARTICLES OF INCORPORATION  
OF  
NEW RIVER TRUCKING, INC.,**

**FILED**  
2014 AUG 26 AM 9:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation is: New River Trucking, Inc.

**ARTICLE II**

The street address of the principal office of the Corporation is: 6770 SW 65th St. Trenton, FL 32693.

**ARTICLE III**

The maximum number of shares this Corporation is authorized to issue is 1000, par value \$100.00 per share, all of which shall be Common Shares.

**ARTICLE IV**

The initial street address of the Corporation's registered office is: 6770 SW 65th St. , Trenton, Florida, 32693. The initial registered agent for the Corporation at that address is: Paul Bryant.

**ARTICLE V**

The corporation shall not have any Directors.

**ARTICLE VI**

The name and street address of the person signing these articles of incorporation is:

Name	Address
Paul Bryant	6770 SW 65th St. Trenton, FL 32693

**ARTICLE VII**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

## ARTICLE VIII OFFICERS

The name and address of the initial officers of the corporation, who shall serve until his/her successors shall be elected or appointed are.

President Paul Bryant

6770 SW 65<sup>th</sup> St. Trenton, FL 32693

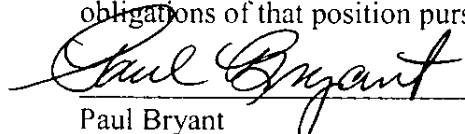
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.

  
Paul Bryant  
Incorporator

Aug 20-2014  
Date

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for New River Trucking, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
Paul Bryant  
Registered Agent

Aug 20-2014  
Date

**MINUTES OF THE ORGANIZATIONAL MEETING OF  
THE BOARD OF DIRECTORS OF  
NEW RIVER TRUCKING, INC.,**

The organizational meeting of New River Trucking, Inc., a Florida corporation (hereinafter "Corporation"), was held at 6770 SW 65th St. Trenton, FL 32693, on August 15, 2014.

The undersigned, being the sole incorporator of New River Trucking, Inc., was present. The undersigned waived notice of the meeting as evidenced by the attached Waiver of Notice signed and appended hereto.

Paul Bryant was appointed Chairman of the meeting and NEED TO KNOW was appointed Secretary of the meeting.

**ARTICLES OF INCORPORATION**

The Secretary then presented and read to the meeting a copy of the Articles of Incorporation and reported that the original thereof was filed in the office of the Department of State of the State of Florida on \_\_\_\_\_ and that the Department of State issued a formal Acknowledgment of Filing to the Corporation on that date. The Secretary presented the Acknowledgment of Filing annexed to an approved duplicate of the Articles of Incorporation as filed and it was ordered inserted into the corporate record book.

**BYLAWS**

The Secretary then presented a proposed form of bylaws. The proposed bylaws were read to the meeting, considered and upon motion duly made, seconded and carried, were adopted as and for the Bylaws of the Corporation and ordered signed and inserted into the corporate record book. The Secretary of the Corporation was instructed to maintain a copy of the Bylaws at the principal office of the Corporation available for inspection by the shareholders of the Corporation.

**PRINCIPAL OFFICE**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the Corporation's principal office be located and maintained at 6770 SW 65th St. Trenton, FL 32693 and that meetings of the Board of Directors from time to time may be held either at the principal office or at such other place as the board of directors shall from time to time order.

**MINUTE BOOK AND CORPORATE RECORDS**

The Secretary submitted to the meeting the corporate record book for maintenance of the Corporation's records. Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the corporate record book is adopted as the record book of the

corporation, and further,

**RESOLVED**, that the Corporation maintain appropriate corporate records in the corporate record book, including but not limited to originals, copies or certified copies of the Corporation's original and any amended, corrected or restated, Acknowledgment of Filing, Articles of Incorporation, Bylaws, minutes of meetings of shareholders and directors, and written consents of shareholders and directors.

### **SEAL**

The Secretary submitted to the meeting a seal proposed for use as the corporate seal. Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the seal now presented at this meeting, an impression of which is directed to be made in the minutes of this meeting be and the same hereby is adopted as the seal of the corporation, and further,

**RESOLVED**, that the Corporation shall not be required to use the corporate seal and the lack of the corporate seal shall not affect an otherwise valid contract or other instrument executed by the Corporation.

### **OFFICERS**

The Chairman of the meeting then called for the election of officers of the Corporation. The following persons were nominated to the office preceding their name:

<b>Office</b>	<b>Name</b>
President	Paul Bryant

No further nominations being made the nominations were closed and the directors proceeded to vote on the nominees. The Chairman announced that the foregoing nominees were elected to the offices set before their respective names to serve as such at the pleasure of the Board of Directors or pursuant to the terms of any written employment agreement executed by the Corporation and the respective officer. Next the Chairman proposed that salaries be set for the foregoing officers. Upon motion duly made, seconded and carried, it was

**RESOLVED**, that such officers receive the monthly salary set forth opposite their names until such salary shall be changed by the Board of Directors, provided that the listing of a salary herein shall not of itself be construed as the making of an employment agreement between the Corporation and the respective officer:

<u><b>Office</b></u>	<u><b>Name</b></u>	<u><b>Monthly Salary</b></u>
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## EMPLOYMENT AGREEMENTS

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the President of the Corporation is authorized to execute on behalf of the Corporation, an employment agreement with ( NOT APPLICABLE)

## SHARE CERTIFICATES

The Secretary submitted to the meeting a specimen share certificate proposed for use as the corporate certificate for shares. Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the form of the share certificate presented to meeting is adopted to represent shares of the Corporation; that any issued certificates bear all legends and restrictions required by the Bylaws or resolution of the Corporation, contract or by law; that any issued certificates comply with any requirements of the Bylaws or resolution of the Corporation, contract or applicable law; and that the Secretary of the Corporation insert a specimen copy of said share certificate in the minute book of the Corporation.

## ISSUANCE OF SHARES

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the Corporation issue 1000 shares of the Corporation's authorized shares of common stock (no par value), for a purchase price of \$1.00 each, as follows:

<u>Name</u>	<u>No. of Shares</u>	<u>Consideration</u>	<u>Value</u>
Paul Bryant	100	cash	\$1.00

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that upon receipt of the consideration, the officers of the Corporation are authorized to issue share certificates to the persons named above and to obtain, if advisable, representations from any purchaser that the shares are being acquired for investment purposes and not for distribution, and further

**RESOLVED**, that the Board of Directors of the Corporation may upon such terms as the Board of Directors in its discretion may determine, issue authorized shares of the Corporation for consideration consisting of any tangible or intangible benefit to the Corporation or other property of any kind or nature, including cash, promissory notes, services performed, contracts for services to be performed, other securities of the Corporation, or securities of any other corporation, domestic or foreign, or other entity.

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that any shares issued pursuant to these resolutions be offered and sold in reliance upon exemptions from registration under the Federal Securities Act of 1933 and the Florida Securities Act.

#### **BANK ACCOUNT**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the Corporation establish in its name one or more accounts with one or more financial institutions(DRUMMOND BANK locally located in Trenton, FL ) on such terms and conditions as may be agreed with said financial institutions, and that the officers of the Corporation are authorized to execute any resolutions required by said financial institutions for such accounts and to designate the person or persons authorized to write checks on such accounts on behalf of the Corporation.

#### **ORGANIZATIONAL COSTS**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the attorney's fees, filing fees and other expenses and charges incurred and that may be incurred by the Corporation or persons acting on behalf of the Corporation in connection with the formation of the Corporation are reasonable and shall be paid or reimbursed by the Corporation.

#### **FISCAL YEAR**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the fiscal year of the Corporation shall begin on January 1 and end on December 31, provided that the initial fiscal year of the Corporation shall begin as of the date hereof.

#### **ACCOUNTING METHOD**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the Corporation shall use the accrual method of accounting.

#### **TAXES**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the officers of the Corporation obtain information and instructions from



the Internal Revenue Service, Comptroller of the State of Florida and other applicable taxing authorities regarding withholding and other taxes.

### **ELECTION AS SMALL BUSINESS CORPORATION**

The directors then considered whether the corporation should make an election under the provisions of Section 1362 of the Internal Revenue Code, to be treated as a subchapter S corporation for income tax purposes. On motion duly made, seconded, and unanimously carried, it was:

**RESOLVED**, that the Corporation elects to be a subchapter S corporation for income tax purposes under the provisions of Section 1362 of the Internal Revenue Code, and that the officers of the Corporation are authorized to take the necessary steps to complete said election with the Internal Revenue Service.

### **LICENSES AND PERMITS**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the officers of the Corporation are authorized to obtain on behalf of the Corporation all licenses and permits that may be required for the Corporation to carry out its lawful business and activities, and further,

**RESOLVED**, that the officers of the Corporation are authorized to do all things and take all action necessary to qualify the Corporation to carry out its lawful business and activities in compliance with applicable federal, state and local laws, ordinances and regulations.

### **QUALIFICATION IN OTHER JURISDICTIONS**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that for the purpose of authorizing the Corporation to do business in any state, territory or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation are hereby authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein.

### **MISCELLANEOUS**

[\* \_\_\_\_\*]

### **FURTHER INSTRUCTIONS TO OFFICERS**

Upon motion duly made, seconded and carried, it was

**RESOLVED**, that the officers of the Corporation are authorized to do all things and take all action necessary and helpful to carry out the above resolutions and all acts of the officers and any persons acting for the Corporation which are consistent with the above resolutions are ratified and adopted as the acts of the Corporation.

Upon motion duly made, seconded and carried, it was


**RESOLVED** that the signing of these minutes shall constitute full ratification thereof and waiver of notice of the meeting by the signatories.

The Chairman asked whether there was any further business to come before the Directors at this meeting, and there being no response, the meeting was adjourned.

DATE: August 20, 2014.


  
Paul Bryant

**APPROVED:**

  
Paul Bryant

#### **WAIVER OF NOTICE AND CONSENT**

**RESOLVED**, that the undersigned, being the sole member of the initial Board of Directors of New River Trucking, Inc., named in the Corporation's Articles of Incorporation filed with the Secretary of State of Florida, by approving the Minutes of the Organizational Meeting of the Directors, and by this resolution, does hereby waive notice of the time and place of the meeting, consents to the meeting and approves the contents of the Minutes of the Organizational Meeting of the Directors.

  
Paul Bryant  
Date signed: \_\_\_\_\_