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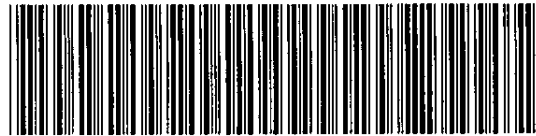
(Business Entity Name)

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DIVISION OF CORPORATIONS
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15 NOV 25 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/26/2015 11:26 AM

COVER LETTER

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

SUBJECT: Penny Logistics, 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Edward W. Dougherty, Jr.
Name (Printed or typed)

119 E. Park Ave. Suite 2-B
Address

Tallahassee, FL 32301
City, State & Zip

(850) 297-1124
Daytime Telephone number

ed@Dougherty-pa.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
PENNY LOGISTICS, INC.

The undersigned, acting as Incorporator for the purpose of forming a corporation under and by virtue of the Laws of the State of Florida, adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be Penny Logistics, Inc. ("Company"). Its initial place of business shall be 311 East Jennings Street, Tallahassee, Florida 32301 or at such other place as the Board of Directors shall designate.

ARTICLE II

The Company is organized to carry out any lawful business activity.

ARTICLE III

Section 1 – Classes of Stock: The total number of shares authorized to be issued by the Company shall be 51,000,000;

- A. 1,000,000 shares of preferred stock; and
- B. 50,000,000 shares of common stock; par value one cent (\$0.01) per share.

Section 2 - Common Stock: There shall be one class of common stock. Each share of common stock shall have the same relative rights and be identical in all respects with every other share of common stock. The holders of common stock are entitled to elect the members of the Board of Directors of the Corporation and such holders are entitled to vote as a class on all matters required or permitted to be submitted to the shareholders of the Corporation. Each holder of common stock is entitled to one vote per share. No holder of any class of stock has preemptive rights with respect to the issuance of shares of that or any other class of stock and the holders of common stock are not entitled to cumulative voting rights with respect to the election of directors.

Section 3 - Preferred Stock: The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of the shares of preferred stock in series, and by filing a preferred stock designation certificate pursuant to the applicable laws of the State of Florida, to establish from time to time the number of shares to be included in each such series and to fix the stated value, designation, powers, preferences and right of the share of each such series and any qualifications, limitations or restrictions thereof. The number of

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authorized shares of preferred stock may be increased or decreased (but not below the number of shares then outstanding) by the affirmative vote of the holders of a majority of the common stock, without a vote of the holders of the preferred stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any preferred stock designation certificate.

ARTICLE IV

The term for which said Company shall exist shall be perpetual.

ARTICLE V

Section 1 – Number of Directors: The Board of Directors of the Company shall be comprised of not less than one (1) nor more than eleven (11) directors and shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the Full Board as set forth in the Company's Bylaws. The Board of Directors is authorized to increase the number of directors by no more than two and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the voting power of all the then-outstanding shares of capital stock of the Company entitled to vote generally in the election of directors, voting together as a single class.

Section 2 – Election and Term: Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

Section 3 – Vacancies: Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

The names and addresses of each of the first directors of the Company are:

Name	Address
Zachary Zelner	311 East Jennings Street, Tallahassee, FL
Bryant Joseph	311 East Jennings Street, Tallahassee, FL
Conner Grady	311 East Jennings Street, Tallahassee, FL
J. T. Burnett	311 East Jennings Street, Tallahassee, FL

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ARTICLE VI

The Incorporator is Edward W. Dougherty, Jr. and his address is 119 East Park Avenue Suite 2-B Tallahassee, Florida 32301

ARTICLE VII

The registered Agent is Edward W. Dougherty, Jr., P.A. Its address is 119 East Park Avenue, Suite 2-B, Tallahassee, Florida 32301

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Edward W. Dougherty, Jr., P.A., Registered Agent

By: Edward W. Dougherty
Edward W. Dougherty, Jr., President

11/25/2015
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Edward W. Dougherty
Edward W. Dougherty, Jr., Incorporator

11/25/2015
Date

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