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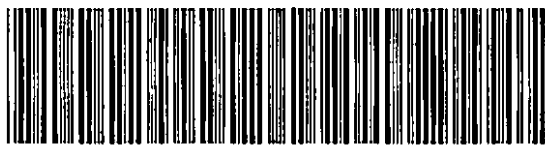
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SECRETARY
TALLAHASSEE, FL

W18-29375

STATE of FLORIDA
ARTICLES of INCORPORATION
A STOCK CORPORATION
(WITH DIRECTORS LIABILITY)

A FOR-PROFIT CORPORATION
PHOENIX TRANSPORTATION AND LOGISTICS, INC.

In compliance with the requirements of the General Corporation Laws of Florida and for the purpose of forming a for-profit business corporation in Florida. The undersigned desires to form a corporation in compliance with the Florida Business Corporation Act Chapter 607 or 621 F.S.

1. Corporate Name

The name of the corporation is Phoenix Transportation and Logistics, Inc. (the "Corporation").

2. Purpose

The corporation is formed for the transaction of any or all lawful business for which a corporation may be incorporated under the General Corporation Laws of Florida.

3. Duration

The duration of the corporation is perpetual.

4. Registered Agent

The Name and Florida Street Address of the Initial Registered Agent is:

Registered Agents, Inc.
3030 N. Rocky Point Dr.
Suite 150A
Tampa, FL. 33607.

Having Been Named registered Agent to accept service of process for the above-named corporation at the place designated in this certificate, I certify that I am familiar with and accept the appointment and responsibilities as registered agent and agree to act in this capacity.

Registered Agent Signature: Bill Havre President.
Bill Havre

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5. Authorized Capital

The total number of all classes of stock that the corporation is authorized to issue is 1000.

Class A Stock

The corporation is authorized to issue a single class of stock. The total number of shares authorized is 1000 Class A par value stock and the par value of each authorized Class A share is \$0.01 US Dollars. This class of stock is entitled to receive the net assets of the corporation on dissolution. The Class A voting, non-cumulative stock will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A stock be entitled to receive, as and when declared by the board of directors out of the monies of the corporation properly applicable to the payment of dividends, non-cumulative, cash dividends at the rate to be set by the board of directors.
- b. The Class A stock may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A stock is issued in one or more series the board of directors may from time to time, by resolution before issuance, fix the number of stock in each series, determine the designation and fix the rights, privileges, restrictions, limitations, and conditions attaching to the stock of each series but always subject to the limitations set out in the Certificate of Incorporation.
- c. The holders of Class A Stock will be entitled to one vote for each Class A stock held and will be entitled to receive notice of and to attend all meetings of the stockholders of the corporation.
- d. In the event of liquidation, dissolution, or winding up of the corporation, the Class A stockholders will be entitled to share equally, share for share, in the distribution of the assets of the corporation.

6. Restrictions on Transfer and Other Rules

No shares of stock in the corporation will be transferred without the approval of the board of directors of the corporation either by a resolution of the board of directors passed at a board of directors meeting or by an instrument or instruments in writing signed by all of the board of directors.

The powers, preferences and rights and the qualifications, limitations or restrictions thereof shall be determined by the board of directors.

Any invitation to the public to subscribe to any class of stock of the corporation is prohibited.

7. Preemptive Rights

The stockholders of the corporation have the preemptive right to purchase any new issue of stock in proportion to their current equity percentage. A stockholder may waive any preemptive right. Any waiver by a stockholder does not affect any future preemptive rights of that stockholder.

8. Amend or Repeal Bylaws

The board of directors is expressly empowered to adopt, amend or repeal bylaws of the corporation. Any adoption, amendment or repeal of the bylaws of the corporation by the board of directors shall require the approval of a majority of the board. In adopting, amending or repealing a bylaw, the stockholders may expressly provide that the board of directors may not adopt, amend or repeal the bylaw. The power of the board of directors is subordinate to the power of the stockholders to adopt, amend, or repeal bylaws.

9. Cumulative Voting

In an election for directors, the maximum number of votes a stockholder may cast for one director is equal to the number of voting stock held by the stockholder.

10. Indemnification of Officers, Directors, Employees, and Agents

The board of directors, officers, employees, and agents of the corporation will be indemnified and held harmless by the corporation and its stockholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the corporation. The board of directors, officers, employees, and agents of the corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this agreement.

No director shall be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the preceding sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 607.0831 of the Florida Business Corporation Act or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this article shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

11. Limitation of Liability

The board of directors and officers of the corporation will not be personally liable to the corporation or its stockholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority

conferred or implied by the Certificate of Incorporation or by the corporation. The board of directors and officers will be liable for any expenses or damages incurred by the corporation or its stockholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

12. Banking

Banking and Depository relationships shall be approved by the board of directors, pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office. A fully executed resolution shall set forth the Name of the Financial Institution appointed as the Banker of the corporation, and the name(s) of the Officer(s) authorized to act on behalf of the corporation in these matters.

13. Amendment

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law. No amendment, addition, alteration, change or repeal of these Articles of Incorporation shall be made unless it is first approved by the Board of Directors of the corporation pursuant to a resolution adopted by the affirmative vote of a majority of the directors then in office.

14. Initial Officers and Directors

| Name | Title | Street Address | City | State | Zip Code |
|---|-----------|----------------------------|---------|------------|------------|
| Joel Brown | President | 111 N. Orange Ave, Ste 800 | Orlando | FL | 32801-3281 |
| Lisa Johnson | Secretary | 111 N. Orange Ave, Ste 800 | Orlando | FL | 32801-3281 |
| Tameka Brown | Treasurer | 111 N. Orange Ave, Ste 800 | Orlando | FL | 32801-3281 |
| Phoenix Transportation and Logistics, Inc. (A Delaware Corporation). Title: Director | | | | | |
| 1000 N. West Street, Suite 1200 | | Wilmington | DE | 19801-1058 | |

15. Principal Office

The Street Address of the principal office in the State of Florida is:

Street Address:

201 Gills Road
Orlando, FL, 32824-7845

Mailing Address:

111 N. Orange Ave., Ste. 800
Orlando, FL, 32801-3281

16. Federal Tax Identification Number

The Federal Tax Identification Number for Phoenix Transportation and Logistics, Inc. is: **82-4426149**

17. Effective Date

The Effective date of this of this filing shall be the **20th day of March, A.D. 2018.**

18. Incorporator

The name and address of the incorporator(s) of Phoenix Transportation and Logistics, Inc. are set forth below:

| Name | Street Address | City | State | Zip Code |
|------------|----------------------------|---------|---------|------------|
| Joel Brown | 111 N. Orange Ave, Ste 800 | Orlando | Florida | 32824-7845 |

19. Execution

I, the undersigned, for the purpose of forming a for-profit corporation under the General Corporation Laws of Florida, in compliance with the Florida Business Corporation Act Chapter 607 or 621 F.S., do make, file and record this document, and do affirm that the facts stated in this document 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. I have accordingly set my hand to this document this **20th day of March, A.D. 2018.**

BY:

Joel H Brown

Joel H Brown (Incorporator)

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