

Division of Corporations

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Florida Department of State
Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
A-OK TRANSPORTATION, INC.

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March 12, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

A-OK TRANSPORTATION, INC.
*****FILE***** RHODES TUCKER PHOENIX CHA
MARCO ISLAND, FL 34146US

SUBJECT: A-OK TRANSPORTATION, INC.
REF: P95000018197

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Tina D Carter
Regulatory Specialist

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Letter Number: 414A00005354

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P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED ARTICLES TO THE ARTICLES OF INCORPORATION
FOR A-OK TRANSPORTATION, INC.**

Pursuant to Section 607.1006, Florida Statutes, the undersigned executes the following articles ("Articles"), all to be effective upon filing, for purposes of amending and restating the Articles of Incorporation of A-OK TRANSPORTATION, INC. a corporation formed under the laws of the State of Florida, to wit Chapter 607 of the Florida Statutes, ("Corporation") and (originally filed with the Florida Department of State on the 6th March 1995.) These Articles were unanimously adopted by the Shareholders and Directors at a Joint Special Meeting of Directors and Shareholders. Each amendment adoption was made on 28 February 2014.

ARTICLE I

The name of the corporation is

A-OK TRANSPORTATION, INC.

Florida Secretary of State Document Number
P95000018197

ARTICLE II

The principal office shall be located at
710 ELKAM CIR EAST
MARCO ISLAND, FL 34145

The mailing address is
P.O. BOX 2403
MARCO ISLAND, FL 34146

ARTICLE III

The Corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders ("Bylaws"). The Bylaws shall always be construed to conform to these Articles or, if any paragraph or section of the Bylaws cannot be reasonably construed to conform to these Articles, each offensive portion of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws may otherwise address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

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ARTICLE IV

Pursuant to Sections 607.0731(1) and 607.0730(1)(a), Florida Statutes, the Corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders (each a "Shareholder"), always pursuant to these Articles and the Bylaws.

ARTICLE V

The total authorized shares:

Common Shares: One thousand (1,000) One and No/100 Dollars (\$1.00) par value Class A shares; no other classes are authorized.

Preferred Shares: None authorized.

The shares in the Corporation shall be of one class, each share maintaining proportional voting rights, Corporation Act and as otherwise specified in these Articles and the Bylaws.

The shares shall be limited in that all shares, including every portion thereof, shall be subject to the Corporation's right of first refusal ("Right of First Refusal"). This Right of First Refusal provides that all shares must be offered to the Corporation before sale or other transfer to any other person or entity, whether then a Shareholder or not, under the exact terms of the proposed sale or transfer, so long as the proposed sale or transfer is at Fair Market Value, as defined infra. Where the proposed sale or transfer of the shares is not at Fair Market Value, as defined infra, the Corporation, at Corporation's option, may substitute the price terms with Fair Market Value, as defined infra, or, if Fair Market Value, as defined infra, is not readily available, then book value calculated in accordance with generally accepted accounting principles. "Fair Market Value" means the price a particular property item will bring when offered for sale by a willing seller to a willing buyer in an arm's length transaction, neither being obliged to buy or sell.

The shares are further limited in that all Shareholders must be natural persons and citizens of the United States of America, and must consent to an election to be treated as a small business corporation within the meaning of Subchapter S of the Internal Revenue Code of 1986, as

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amended, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The shares shall have no other rights, preferences or limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these Articles or the Bylaws.

ARTICLE VI

The Corporation may engage in any activity permitted by the Florida Business Corporation Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Corporation acts.

ARTICLE VII

If shares are certificated, all stock certificates shall clearly bear legends indicating that the shares are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

ARTICLE VIII

Additional Shareholders may be admitted to the Corporation upon the unanimous vote of all of the Shareholders of the Corporation.

Except as a result of business operations, these Articles and the Bylaws shall always be construed such that the Corporation will qualify for and continue to satisfy the requirements of IRC Subchapter S, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any portion of these Articles or the Bylaws cannot reasonably be construed to conform to IRC Subchapter S, each offensive portion of these Articles or the Bylaws shall be stricken as if it had never been adopted into these Articles or the Bylaws to the extent necessary to conform to IRC Subchapter S.

ARTICLE IX

The Articles may only be amended, superceded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the Shareholders.

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ACKNOWLEDGMENT

I execute these articles without personally assuming or ratifying any prior contracts or promises made on behalf of the Corporation by any person or entity prior to this date.


KATHY HUETTEL-MENDEL

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT OF
A-OK Transportation, Inc.**

The undersigned hereby accepts the appointment as registered agent as designated in the attached articles. The undersigned is familiar with and accepts the obligations mandated by Chapter 607, Florida Statutes that are associated with the appointment.

PFP Corporate Services LLC
a Florida limited liability company

By: 

Deborah A. Miller, its Manager

11 March 2014

State of Florida)

County of Lee)

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Deborah A. Miller, Manager of PFP Corporate Services LLC, on behalf of PFP Corporate Services LLC, and she is known to me to be the person who executed this Acceptance of Appointment as Registered Agent.

Witness my hand and official seal this 11th day of March 2014.Notary: 

The remainder of this page is intentionally blank (this sentence is not part of any article).

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A-OK TRANSPORTATION, INC.

Initial Officer Listing

The current Officers of the Corporation are:

Director: KATHY HUETTEL-MENDEL
President: KATHY HUETTEL-MENDEL
Treasurer: KATHY HUETTEL-MENDEL
Secretary: KATHY HUETTEL-MENDEL