

P95000037582

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 EAST JEFFERSON STREET

Address

TALLAHASSEE FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Florasche, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

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Acknowledgment

W.P. Verifier

5/11/95

3:00

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NANCY HENDRICKS MAY 11 1995

**ARTICLES OF INCORPORATION  
OF  
FLORASCHE, INC.**

**ARTICLE I. NAME**

The name of the corporation is Florasche, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The initial principal office in Florida is located at 13349 Southridge Industrial Drive, Tavares, Florida 32778.

**ARTICLE III. AUTHORIZED SHARES**

The aggregate number of shares which the corporation shall have authority to issue is 10,000, all common stock, having a par value of \$1.00 each.

**ARTICLE IV. PREEMPTIVE RIGHTS**

The shareholders of the Corporation shall be denied preemptive rights to acquire unissued shares of the corporation.

**ARTICLE V. REGISTERED AGENT**

The name and street address of the corporation's initial resident agent is CT Corporation System, 1200 South Pine Island Road, Plantation, FL 33324.

**ARTICLE VI. INCORPORATOR**

The name and address of the incorporator is Shandi Pettine Petersen of 411 So. 13th Street, Suite 200, Lincoln, Nebraska 68508.

**ARTICLE VII. DIRECTORS**

The governing board of this corporation shall be known as directors. Initially, the number of directors of the corporation shall be one, however the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation.

The name and address of the sole member of the initial board of directors is Larry L. Asche, 10214 N. Mt. Vernon, Shannon, Illinois 61078.

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TALLAHASSEE, FLA.

## **ARTICLE VIII. PURPOSE**

The purpose of the corporation is to engage in, promote, conduct and carry on any lawful acts or activities for which corporations may be organized under the Florida General Corporation Act, the Florida Business Corporation Act and Florida corporation law.

## **ARTICLE IX. RESTRICTION ON TRANSFER OF SHARES**

The bylaws or an agreement signed by the Corporation and all shareholders of the Corporation may contain provisions restricting the transfer of stock of the corporation. No shareholder shall sell, assign, transfer, dispose of, or encumber any shares of stock in violation of any condition stated in the bylaws or any such agreement.

## **ARTICLE X. DURATION**

The corporation shall have perpetual existence.

## **ARTICLE XI. INDEMNIFICATION**

To the fullest extent allowable by law, the corporation shall indemnify those persons determined to be entitled to indemnification, as hereinafter provided, in the manner and under the circumstances described in this Article XI.

### **A. Permissive Indemnification.**

(1) Subject to the case by case determination required to be made under paragraph A(3) hereof, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) Subject to the case by case determination required to be made under paragraph A(3) hereof, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or

was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of such action or suit not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this paragraph A(2) in respect to any claim, issue or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought or any other court of competent jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

(3) Any indemnification under paragraphs A(1) and A(2), unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs A(1) and A(2). Such determination shall be made: (i) by the board of directors by majority vote of a quorum consisting of directors who were not parties to such act, suit or proceeding; (ii) if such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the board of directors (in which directors who are parties may participate) consisting solely of two or more directors not at the time parties to the proceeding; (iii) by independent legal counsel: (a) selected by the board of directors prescribed under (i) above or the committee prescribed in (ii) above; or (b) if a quorum of the directors cannot be obtained for paragraph (i) or the committee cannot be designated under (ii), selected by majority vote of the full board of directors (in which directors who are parties may participate) or (iv) by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such proceeding, or, if no such quorum is obtainable, by a majority of shareholders who were not parties to such proceeding.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful.

B. Mandatory Indemnification. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in

defense of any action, suit or proceeding referred to in paragraphs A(1) and A(2), or in defense of any claim, issue or matter therein, he shall be indemnified by the corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with such defense.

C. Advancement of Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph A(3)(iii) shall evaluate the reasonableness of expenses and may authorize indemnification.

Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the corporation pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the board of directors deems appropriate.

The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and a corporation may make any other further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However, indemnification, or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute: (i) a violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (ii) a transaction from which the director, officer, employee, or agent derived an improper personal benefit; (iii) in the case of a director, a circumstance under which the liability provisions of FLA. STAT. ch. 607.144 are applicable; or (iv) willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.

D. Other Rights. The indemnification provided by this Article XI does not exclude any other rights to which a person seeking indemnification may be entitled under

any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. The indemnification provided by this Article XI shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

E. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article XI.

F. Notice. If any expenses or other amounts are paid by way of indemnification otherwise than by court order or action by the shareholders or by an insurance carrier pursuant to insurance maintained by the corporation, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting of shareholders, unless such meeting is held within three months from the date of such payment, and in any event, within 15 months from the date of such payment, deliver either personally or by mail to each shareholder of record at the time entitled to vote for the election of directors a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

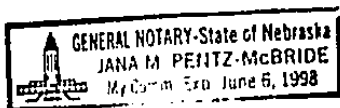
#### ARTICLE XII. BYLAWS

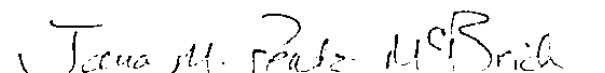
The shareholders shall adopt bylaws for the management of the Corporation, which bylaws may be amended as provided therein.

  
Shandi Pettine Petersen, Incorporator

STATE OF NEBRASKA     )  
                                      ) ss.  
LANCASTER COUNTY     )

The foregoing instrument was acknowledged before me this 10th day of May, 1995 by Shandi Pettine Petersen.



  
Notary Public

# ACCEPTANCE OF APPOINTMENT

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of Florancho, Inc. and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1989), relative to keeping the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of Section 607.0505, Florida Statutes.

Date May 11, 1995

C T CORPORATION SYSTEM

Connie Bryan  
Connie Bryan  
Special Assistant Secretary

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MAY 11 1995

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# P95000037582



ACCOUNT NO. : 072100000032

REFERENCE : 458795 4805290

AUTHORIZATION :

COST LIMIT :

\$ 35.00

*Patricia P. Piquet*

ORDER DATE : July 10, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 458795

CUSTOMER NO: 4805290

CUSTOMER: Deborah K. Openshaw, Paralegal  
Sachnoff & Weaver, Ltd.  
Suite 2900  
30 South Wacker Drive  
Chicago, IL 60606

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 AUG 28 PM 4:09

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CHANGE OF AGENT

NAME: AG CARRIERS, INC.

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY

CONTACT PERSON: Tonya C. Holliday

9/2

*Jon R.A. Chang*

97 AUG 28 PM 4:09





FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

August 28, 1997

CSC  
TONYA  
TALLAHASSEE, FL

SUBJECT: AG CARRIERS, INC.  
Ref. Number: P95000037582

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for AG CARRIERS, INC. and the authorization to debit your account in the amount of \$35.00. However, the document has not been filed and is being returned for the following:

The name of the person signing on behalf of the corporation must be typed or printed beneath the signature.

Please return 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) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 497A00043421

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Florida Department of State, Sandra D. Mortham, Secretary of State

\*\*\* FILING FEE: \$35.00 \*\*\*

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submit the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: AG CARRIERS, INC.
2. The mailing address of the corporation is: 10214 North Mt. Vernon Road, Shannon, IL 61078
3. Date of incorporation/qualification: May 11, 1995 Document number: \_\_\_\_\_
4. The name and address of the current registered agent and office:

Richard S. Baugh  
13341 Southridge Inds. Drive  
Tavares, Florida 32778

5. The name and address of the new registered agent and office: (P. O. Box Not Acceptable)

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

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TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

Leon Manachos  
(Signature of an officer, chairman or vice chairman of the board)

8/11/97  
(Date)

V.P. - FINANCE - LEON MANACHOS  
(Printed or typed name and title)

8/11/97  
(Date)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Kim Kuzniec  
(Signature of Registered Agent)

8-27-97  
(Date)

If signing on behalf of an entity:

Kim Kuzniec  
(Typed or Printed Name)

Asst. Secretary  
(Capacity)

# P95000037582

05/18/95 10:47

0001 343 8801

CAUTHEN, OLDMAN

0001

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: CAUTHEN & OLDMAN, P.A.  
131 W MAIN ST

TAVARES FL 32778- 0000  
CONTACT: DAVID E CAUTHEN  
PHONE: (904) 343-3455  
FAX: (904) 343-8801

((005000005507)))

DOCUMENT TYPE: BASIC AMENDMENT

NAME: FLORESCHE, INC.

CURRENT STATUS: REQUESTED

FAX AUDIT NUMBER: 005000005507

TIME REQUESTED: 16143111

DATE REQUESTED: 05/16/1995

CERTIFICATE OF STATUS: 1

CERTIFIED COPIES: 0

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((005000005507)))

*Concise  
Lynda*

91 MAY 19 1995

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05/16/95 10:17

0001 343 8801

CAUTHEN, OLDHAM

0002

((H95000005507))

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
FLORASCHE, INC.

Pursuant to the provisions of Flor. Stat. ch. 607.1006, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is Florasche, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted by the sole shareholder of the Corporation on May 16, 1995, in the manner prescribed by the Florida Business Corporation Act:

BE IT RESOLVED, that Article I of the Articles of Incorporation of this Corporation be amended read as follows:

"ARTICLE I. NAME

The name of the corporation is AG Carriers, Inc."

THIRD: The number of votes cast by the sole shareholder was sufficient for approval.

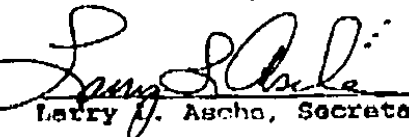
Dated this 16 day of May, 1995.

AG CARRIERS, INC., formerly  
FLORASCHE, INC.

By:

  
Richard S. Baugh, President

By:

  
Larry J. Ascho, Secretary

Prepared by:

David E. Cauthen  
Attorney at Law  
131 West Main Street  
Tavares, Florida 32778  
(904) 343-3455  
Fla. Bar No. 146140

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TALLAHASSEE, FLORIDA