

P95000038666

TRANSMITTAL LETTER

STATE FILE #1  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SUBJECT: B + K Trucking, Inc of Jacksonville  
(Proposed corporate name - must include suffix)

000014117031  
-05/16/95--01086--011  
\*\*\*131.25 \*\*\*131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00  
Filing Fee
- \$78.75  
Filing Fee & Certificate
- \$122.50  
Filing Fee & Certified Copy
- \$131.25  
Filing Fee, Certified Copy & Certificate

FROM: Brian K. Morgan  
Name (Printed or typed)

2820 U.S. 1 South  
Address

St. Augustine, FL  
City, State & Zip

904-794-1217  
Daytime Telephone number

5/16/95  
ZB

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

ARTICLES OF INCORPORATION  
OF

The undersigned, acting as incorporator under the provision of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

The name of this Corporation shall be:

**B & K TRUCKING, INC. OF JACKSONVILLE**

ARTICLE II

TERM OF EXISTENCE

The duration of this Corporation is to be perpetual.

ARTICLE III

PURPOSES

The Corporation may engage in any activity of business permitted under the laws of the United States of America and of this State.

ARTICLE IV

STOCK CLAUSE

The aggregate number of shares of stock which this Corporation shall have authority of issue shall be 100 shares of common stock, each with a par value of \$1.00.

ARTICLE V

EXERCISE OF CORPORATE POWER

This corporation shall not have a Board of Directors. Exercise of corporate power and management of corporate affairs shall be accomplished by the Shareholders.

SECRET  
MILWAUKEE  
JAN 15 1961

ARTICLE VI

INCORPORATOR

The names and addresses of the persons signing these Articles are:

ANITA KARIN STANLEY AND  
GEORGE W. POWELL, JR.  
RT. 24 BOX 457  
BALDWIN, FL 32234

FREDERICK D. MARTIN  
1020 ORANGEWOOD RD.  
JACKSONVILLE, FL 32259

ARTICLES VII

INFORMAL SHAREHOLDER ACTION

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitles to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote herein who did not give their written consent.

ARTICLE VIII

STOCK TRANSFER AGREEMENTS

If all, or any of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third person, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer mortgage pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the

Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

ARTICLE IX  
FUNDAMENTAL CHANGES

The affirmative vote of holders of Seventy-Five percent (75%) of the outstanding shares of all classes of stock entitles to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sales, lease or exchange of the major portion of the property or assets of the Corporation;
- (d) Dissolution of the Corporation.

ARTICLE X  
INSPECTION OF BOOKS

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

ARTICLE XI  
LONG-TERM EMPLOYMENT CONTRACT

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer

than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any of the executive officer under such contracts.

#### ARTICLE XII

##### SHAREHOLDER RELIANCE ON CORPORATE RECORDS

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if in good faith in determining the amount of available for dividends or distributions he considers the assets to be of ample value.

#### ARTICLE XIII

##### INITIAL REGISTERED OFFICE AND AGENT

The address of the initial office of the Corporation  
is: **ANITA KARIN STANLEY**  
**RT. 24 BOX 457**  
**BALDWIN, FL 32234**

The name of the initial registered agent of this Corporation is:  
**ANITA KARIN STANLEY**  
**RT. 24 BOX 457**  
**BALDWIN, FL 32234**

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: B+K Trucking, Inc of Jacksonville  
(must include suffix)

2. The name and address of the registered agent and office is:

Anita Karin Stanley  
(Name)

Rt 24 Box 457  
(Street address - P. O. Box not acceptable)

Baldwin, Florida 32234  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

f Anita K Stanley  
(Signature)

5/2/95  
(Date)

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 2nd day of May, 1995.

Anita Karin Stanley  
ANITA KARIN STANLEY

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Anita Karin Stanley to me well known and known to be the individual described and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same of the purposes therein expressed.

WITNESS my hand and official seal at St. Johns County and State aforesaid, this 2nd day of May, 1995.

FL Drivers License  
S354-c17-51-690-0

B.K.M.  
Notary Public  
State of Florida at Large  
My Commission expires: \_\_\_\_\_



"OFFICIAL SEAL"  
Brian Keith Morgan  
My Commission Expires 5/24/97  
Commission #CG 200941

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 2ND day of May, 1995.

Frederick D. Martin  
FREDERICK D. MARTIN

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Frederick D. Martin to me well known and known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at St. Johns County and State aforesaid, this 2ND day of May, 1995.

FL DL

M635-244-54-042-0

B.K.M.  
Notary Public,  
State of Florida at Large

My Commission expires: \_\_\_\_\_



\*OFFICIAL SEAL\*  
Brian Keith Morgan  
My Commission Expires 5/24/97  
Commission #CC 286941



IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 2ND day of May, 1995.

George W. Powell, Jr.  
GEORGE W. POWELL, JR.

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared George W. Powell, Jr. to me well known and known to be the individual described and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same of the purposes therein expressed.

WITNESS my hand and official seal at St. Johns County and State aforesaid, this 2ND day of May, 1995.

Brian Keith Morgan  
Notary Public,  
State of Florida at Large  
My Commission expires: \_\_\_\_\_



"OFFICIAL SEAL"  
Brian Keith Morgan  
My Commission Expires 5/24/97  
Commission #CC 288941

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAY 15 1995 12:31