

P9000072645

1201 HAYS STREET  
TALLAHASSEE, FL 32304-3607  
904-222-1111  
1-800-142-0086

**CSC networks**

PROXY SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 071446 144245A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 30, 1996

ORDER TIME : 12:10 PM

ORDER NO. : 071446

CUSTOMER NO: 144245A

CUSTOMER: Michael Feldman, Esq  
GRANT FRIDKIN & PEARSON, P.A.

Suite 501  
5551 Ridgewood Drive  
Naples, FL 34108

7000001537007  
-08/30/96--01068--005  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
STATE  
RECORDS  
DIVISION  
SEP 01 1996

DOMESTIC FILING

NAME: BONITA TRUCK BROKERS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

RECEIVED  
96 AUG 30 PM 2:21  
DIVISION OF CORPORATION

9/3/96

**ARTICLES OF INCORPORATION  
OF**

**BONITA TRUCK BROKERS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 30 AM 10:07

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.  
Name**

The name of this Corporation shall be **BONITA TRUCK BROKERS, INC.**

**ARTICLE II.  
Nature of Business**

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- a) This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.
- c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.
- d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.
- e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.
- f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.
- g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences

of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and, while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things heretofore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### **ARTICLE III. Stock**

The authorized capital stock of this Corporation shall consist of **7,500** shares of Common Stock with a par value of **\$1.00** per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

### **ARTICLE IV. Incorporator**

The name and street address of the Incorporator of this Corporation, is as follows:

Angus Alvarez  
796 Cassena Road  
Naples, Florida 34108

### **ARTICLE V. Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI.**  
**Address of Principal Office, Registered Office and Registered Agent**

The address of the principal office of this Corporation is 798 Cassena Road, Naples, Florida 34108 and the mailing address is 798 Cassena Road, Naples, Florida 34108. The street address of the initial registered office of this Corporation in the State of Florida shall be 798 Cassena Road, Naples, Florida 34108. The name of the initial registered agent of the Corporation at the above address shall be Angus Alvarez. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

**ARTICLE VII.**  
**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the Bylaws.

**ARTICLE VIII.**  
**Initial Board of Directors**

The names and street addresses of the members of the Initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until their successors are elected are as follows:

Angus Alvarez  
798 Cassena Road  
Naples, Florida 34108

**ARTICLE IX.**  
**Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

**ARTICLE X.**  
**Bylaws**

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the Bylaws.

**ARTICLE XI.**  
**Transactions In Which Directors Or Officers Are Interested**

a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

b) Common or Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

**ARTICLE XII.**  
**Indemnification of Directors and Officers**

Section 1. Terms used in this Article XII shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) constitute a tortious act relating to such person's actions in a personal or professional capacity or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (C) 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 member.

**Section 3.** Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XII and despite any contrary determination of the Board of Directors or, if applicable, the membership of the Corporation, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification advancement of expenses, or both; to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On receipt of an application, such court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850 or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XII or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XII.

**Section 4.** Section 2 shall not be construed to mean that indemnification by the Corporation pursuant to F.S. Section 607.0850(7) is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any bylaw, agreement, vote of members, if any, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article XII shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XII. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) 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 designation Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
  - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
  - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of a quorum of the shareholders including, if applicable, shareholders who were parties to such proceeding as well as shareholders who were not parties to such proceeding.

Section 6. 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 officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XII.

Section 7. Indemnification and/or advancement of expenses as provided in this Article XII shall continue, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article XII shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Section 9. Nothing in this Article XII is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Corporation's officers and Directors.

**ARTICLE XIII.  
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

**ARTICLE XIV.  
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 29<sup>th</sup> day of August, 1996.

  
\_\_\_\_\_  
Angus Alvarez



**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 30 AM 10:07

In compliance with Florida Statutes Sections 48.091 and 607.0601, the following is submitted:

**BONITA TRUCK BROKERS, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated **796 Cassena Road, Naples, Florida 34108**, as its Initial Registered Office and has named **Angus Alvarez** located at said address as its Initial Registered Agent.

  
\_\_\_\_\_  
**Angus Alvarez**  
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

  
\_\_\_\_\_  
**Angus Alvarez**  
Registered Agent

P96000072645

ATTORNEYS AT LAW  
5551 Ridgewood Drive, Suite 301  
Naples, Florida 34108  
Tel. (941) 514-1000  
Fax (941) 514-0377

**Facsimile Cover Sheet**

Date: October 9, 1996

<b>Send To:</b>	<u>IRS, Section for Employer I.D. #s</u>
<b>Firm:</b>	<u>Internal Revenue Service</u>
<b>Fax #:</b>	<u>770-455-2660</u>
<b>Telephone #:</b>	<u>770-455-2360</u>
<b>Total Pages Including Cover Sheet:</b>	<u>1</u>

<b>From:</b>	<u>Michael A. Feldman</u>
<b>Fax Operator:</b>	<u>BHH</u>
<b>File #</b>	<u>Bonita Truck Brokers, Inc.</u>

**Comments:**

Re: Bonita Truck Brokers, Inc.  
Employer I.D. #65-0691180  
Date Incorporated: 8/30/96

SH 10/22

Please note the following change of address for:

**BONITA TRUCK BROKERS, INC.**  
**10955 Enterprise Avenue, Bonita Springs, FL 34135**

This is the new address for:

1) the corporation; and 2) the Registered Agent.

Please contact me if there are any questions.

IRS2.FAX

*The information contained in this facsimile is personal and confidential and is intended only for the person or persons named above. This message and the information contained in this facsimile is an attorney-client communication and is therefore subject to the attorney-client privilege. If the reader of this message is not the recipient named above or an authorized agent of such recipient responsible for delivering it to the intended recipient, you are hereby notified that you have received this document in error, and that any review, dissemination, distribution, or copying of this message is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone and return the original message to us by mail. Thank you.*

# P4600007645

Michael A. Edman, Esq.  
Requestor's Name

Grand Fricklin & Pearson  
Police Bay Corporate Center  
5551 Ridgewood Dr, Ste 501  
Address

Naples, FL 34108  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Bonita Truck Brokers, Inc.  
(Corporation Name) (Document #)
2. EA  
(Corporation Name) (Document #)
3. Change  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
 96 OCT 17 PM 3:49  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

- ☐ Walk in   
 ☐ Pick up time \_\_\_\_\_   
 ☐ Certified Copy  
☐ Mail out   
 ☐ Will wait   
 ☐ Photocopy   
 ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

400001978924--3  
 -10/17/96--01070--012  
 \*\*\*\*\*35.00 \*\*\*\*\*35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign Updater
<input type="checkbox"/>	Limited Partnership Update
<input type="checkbox"/>	Reinstatement Verifier
<input type="checkbox"/>	Trademark Acknowledgment
<input type="checkbox"/>	Other W.P. Verifier

10/21/96  
 ADH  
 ADH  
 ADH  
 ADH  
 ADH

Examiner's Initials	
---------------------	--

Florida Department of State, ~~the~~ Secretary of State

**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 submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: BONITA TRUCK BROKERS, INC.

1b. The mailing address of the corporation is: 10955 ENTERPRISE AVENUE  
BONITA SPRINGS, FL 34135

1c. Date of incorporation: 8/30/96 Document number: P96060072645

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

ANGUS ALVAREZ  
796 CASSENA ROAD  
NAPLES, FL 34108

FILED  
OCT 17 PM 3:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ANGUS ALVAREZ  
10955 ENTERPRISE AVENUE  
BONITA SPRINGS, FL 34135

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.

Angus Alvarez  
(Signature of an officer, chairman or  
vice chairman of the board)

10-16-96  
(Date)

ANGUS ALVAREZ, PRESIDENT  
(Printed or typed name and title)

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.

Angus Alvarez  
(Signature of Registered Agent)

10-16-96  
(Date)