

**ACCOUNTING
ADVANTAGE
ASSOCIATES**

P96000073703

201A E. RUBY AVE. KISSIMMEE, FL 34741 (407) 846-4000 OFFICE (407) 870-5510 FAX

TRANSMITTAL LETTER

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

000001936550
-08/30/96--01025--016
****122.50 ****122.50

SUBJECT: Henderson Trucking, Inc.

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 (ADDITIONAL COPY REQUIRED)
- ☐ \$131.25 Filing Fee, Certified Copy & Certificate (")

FROM: Vernon Henderson
735 E Duncan St
Kissimmee, Fl. 34744
(407) 933-1115

Dmc
9/5/96

FILED
96 AUG 30 PM 12:20
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
HENDERSON TRUCKING, ., INC.**

FILED
25 AUG 30 PM 12:20
TALLAHASSEE
FLORIDA

KNOWN ALL MEN BY THESE PRESENTS: That the undersigned incorporator does hereby certify he is forming a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

**ARTICLE I
NAME**

The name of the Corporation shall be Henderson Trucking, Inc.

**ARTICLE II
EFFECTIVE DATE**

The date of corporate existence shall be the date of filing these Articles of Incorporation with the Florida Secretary of State.

**ARTICLE III
CAPITAL STOCK**

The maximum number of shares of stock which may be issued by this Corporation is Three Hundred (300) shares of common stock, one dollar (\$1.00) par value.

**ARTICLE IV
PREEMPTIVE RIGHTS**

Each shareholder of any class of stock of the Corporation is entitled to full preemptive rights to purchase any unissued shares of stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire any unissued shares of stock; provided, however, each shareholder will have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

**ARTICLE V
DURATION**

The Corporation shall have perpetual existence, unless sooner dissolved according

to law.

ARTICLE VI PRINCIPAL OFFICE

The mailing and principal office of this Corporation shall be 735 E Duncan Street,
Kissimmee, Fl. 34744

ARTICLE VII INITIAL BOARD OF DIRECTORS

The business of the Corporation shall be conducted and managed by a Board of Directors, consisting of not less than one (1) member, as fixed from time to time by the By-Laws of the Corporation. The Corporation shall have one (1) Director initially. The name and street address of the members of the first Board of Directors of this Corporation, who shall hold office until his successor is elected and qualified, is:

NAME	ADDRESS
Vernon Henderson	1651 Macy Island Rd. Kissimmee, Fl. 34744

ARTICLE VIII OFFICERS

The officers of the Corporation shall be elected by the Board of Directors of the corporation at a meeting to be held immediately following each annual meeting of the stockholders. New offices may be created, and appointment may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the officers of the Corporation shall be prescribed by the By-Laws.

ARTICLE IX ADDITIONAL POWERS

In furtherance and not in limitation of the powers conferred by statute, the Corporation shall have and may exercise the following powers:

1. The Corporation shall have the power, if the By-Laws so provide, to hold meetings, both of stockholders and Directors, either within or without the State of Florida, at such places as may from time to time be designated by the Board of Directors.

2. Meetings of the Directors or stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the Corporation shall not prevent and nothing herein shall be construed as preventing any stockholder or Director from waiving notice of any meeting in such manner as may be provided or permitted by the statutes of the State of Florida, and by the By-Laws of this Corporation consistent therewith.

3. The number of Directors of this Corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Articles of Incorporation of any amendment thereto.

4. The Corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and the powers and authorities expressly conferred upon them by statute.

5. It shall not be necessary for any officer of the Corporation to be a Director, or for any officer to be a stockholder.

6. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meetings of stockholders and Directors shall be fixed by the By-Laws.

7. 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 statute, and all rights conferred on stockholders herein are granted subject to this reservation; provided, however, that any amendment to Article IV shall require approval of all issued shares of common stock, voting and non-voting, and the holders of such voting and non-voting shares of common stock shall be deemed a shareholder of record entitled to vote.

ARTICLE X INDEMNIFICATION

Each Director and officer in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been an officer of the Corporation or Director of the Corporation, whether or not wholly owned by reason of any act or omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matters of matter in respect of which claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any

Director or officer may be entitled as a matter of law.

**ARTICLE XI
RELATED PARTY TRANSACTIONS**

No contract or other transaction between the Corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or officers of this Corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors, or officers of such other firm or corporation; and any Director or officer of officers, individually or jointly, may be a party of parties to, or may be interested in, any contract or transaction of this Corporation shall be affected or invalidated by reason of the fact that any Director or Directors or officer of officers of this Corporation is a party of parties to, or are interested in such contract, act or association of corporation, and each and every person who may become a Director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

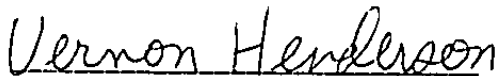
**ARTICLE XII
REGISTERED AGENT AND OFFICE**

The registered agent shall be Vernon Henderson, and the registered office address for the above named registered agent is 735 E Duncan St, Kissimmee, Fl. 34744.

**ARTICLE XIII
INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is Vernon Henderson, 735 E Duncan St, Kissimmee, Fl. 34744

IN EXECUTION HEREOF, I have hereunto set my hand and seal, and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this ____ day of August 1996.


Vernon Henderson, Incorporator

771 35
25 AUG 30 11:20
1111
FLORIDA

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

Pursuant to the provisions of chapter 48.091, 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.

That Henderson Trucking, Inc., desiring to organize under the laws of the state of florida with its principal office as indicated in the Articles of Incorporation, has named Vernon Henderson, located at 735 E. Duncan St., Kissimmee, Fl. 34744, as its agent to accept service of process within this state.

Having been names to accept service of process for the above state Corporation, at the place designated in this Certificate, i herby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated: 8-28, 1996.

Vernon Henderson
Vernon Henderson