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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
CORPORATION(S) NAME

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Transit Group Sub, Inc.

☒ Profit Articles

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| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
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57 AUG 26 1997
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**ARTICLES OF INCORPORATION
OF
TRANSIT GROUP SUB., INC.**

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Article 1. Name. The name of the Corporation is **TRANSIT GROUP SUB., INC.** and its principal place of business shall be located at 8340 American Way, Groveland, Florida 34736.

Article 2. Duration. The Corporation shall commence corporate existence on the date of filing these Articles of Incorporation with the Secretary of State of Florida and the period of duration of the Corporation shall be perpetual.

Article 3. State of Organization. The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Act").

Article 4. Purposes. The nature of the business of the Corporation and its objects, purposes and powers are:

- (a) To engage in the transportation of goods and products, and to conduct all related activities;
- (b) To manage, purchase or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;
- (c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or

securities issued or created by any other corporation of Florida or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Florida;

(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, stock or other securities of the Corporation, or otherwise, to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired; and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises or income, and, without limiting the generality of the foregoing, make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation, or any other entity, whether or not the Corporation owns or controls such other entity;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate or manager of any domestic or foreign corporation, partnership, joint venture, limited liability company, limited liability partnership, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes; and

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Florida or any reasonable construction of such laws.

Article 5. Capital Stock.

5.1 Authorized Shares. The total number of shares of all classes of stock which the Corporation shall have authority to issue is not more than 1,000 shares of common capital stock, par value \$.01 per share (the "Common Stock").

5.2 Voting Rights. The shares of Common Stock shall be identical with each other in every respect and shall entitle the holders thereof to one vote for each share upon all matters upon which shareholders of the Corporation have the right to vote.

5.3 Dividends. As and when dividends are declared and paid with respect to shares of Common Stock, whether in cash, property or securities of the Corporation, the holders of Common Stock shall be entitled to receive such dividends pro rata at the same rate per share.

5.4 Liquidation. The holders of the Common Stock shall be entitled to participate pro rata at the same rate per share of Common Stock in all distributions to the holders of Common Stock in any liquidation or winding up of the Corporation.

5.5 Preemptive Rights. No holder of Common Stock of the Corporation shall, by virtue of his ownership of the Corporation's Common Stock, be entitled to have any preemptive right pursuant to Section 607.0630 of the Act, to purchase, subscribe for, or otherwise acquire any shares, including treasury shares, or any securities convertible into shares of the Corporation's Common Stock now or hereafter authorized.

5.6 Warrants, Rights and Options. The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation shares of any kind, class or series, whether or not in connection with the issuance and sale of any shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Corporation shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

Article 6. Registered Office and Registered Agent. The initial registered office of the Corporation shall be located at 1200 South Pine Island Road, Plantation, Florida 33324. The initial registered agent of the Corporation at such address shall be CT Corporation System.

Article 7. Initial Directors. The initial Board of Directors shall consist of two (2) members whose names and addresses are set forth below.

Mr. Philip A. Belyew
Transit Group, Inc.
3350 Cumberland Circle, Suite 1900
Atlanta, GA 30339

Mr. Wayne N. Nellums
Transit Group, Inc.
3350 Cumberland Circle, Suite 1900
Atlanta, GA 30339

The initial Board of Directors shall serve as directors until the first annual meeting of the shareholders or until their successors are elected and qualified.

Article 8. Liability and Indemnification.

8.1 Director Liability. No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for any action taken, or failure to take any action as a director, except liability as set forth in Section 607.0831 of the Act. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Act as it now or hereafter exists. If at any time in the future the Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection afforded by this Section 8.1 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 8.1 by the shareholders of the Corporation shall be prospective only, and shall not

diminish the rights or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

8.2 Indemnification of Directors. Each director who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he (or a person of whom he is the legal representative), is or was a director of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee, fiduciary or agent or in any other capacity while serving as a director, officer, employee, fiduciary or agent, shall be indemnified and held harmless by the Corporation to the fullest extent which it is empowered to do so by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against all expense, liability and loss (including attorneys' fees actually and reasonably incurred by such person in connection with such proceeding) and such indemnification shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Section 8.3, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the Board of Directors of the Corporation. The Corporation may, by action

of the Board of Directors, provide indemnification to officers, employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors.

8.3 Procedure for Indemnification of Directors. Any indemnification of a director of the Corporation under Section 8.2 of this Article 8 or advance of expenses under Section 8.6 of this Article 8 shall be made promptly, and in any event within thirty (30) days, upon the written request of the director. If a determination by the Corporation that the director is entitled to indemnification pursuant to this Article 8 is required, and the Corporation fails to respond within sixty (60) days to a written request for indemnity, the Corporation shall be deemed to have approved the request. If the Corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within thirty (30) days, the right to indemnification or advances as granted by this Article 8 shall be enforceable by the director in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall also be indemnified by the Corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the Corporation. Neither the failure of the Corporation (including the Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the

applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

8.4 Nonexclusivity of Article 8. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article 8 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

8.5 Insurance. The Corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the Corporation 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 or her and incurred by him or her in any such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under this Article 8.

8.6 Expenses. Expenses incurred by any person described in Section 8.2 of this Article 8 in defending a proceeding shall be paid by the Corporation in advance of such proceeding's final disposition unless otherwise determined by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation.

Such expenses incurred by other officers, employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

8.7 Officers, Employees and Agents. Persons who are not covered by the foregoing provisions of this Article 8 and who are or were officers, employees or agents of the Corporation, or who are or were serving at the request of the Corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the Board of Directors.

Article 9. Action by Shareholders Without a Meeting. Any action required by statute or by the Articles of Incorporation or Bylaws of the Corporation to be taken at a meeting of the shareholders of the Corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all persons entitled to vote at a meeting with respect to the subject matter thereof. Any action so taken shall have the same effect as the unanimous vote of the shareholders.

Article 10. Amendment. 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 upon shareholders herein are granted subject to this reservation.

Article 11. Incorporator. The name and the address of the Incorporator is:

Sharon L. McBrayer, Esq.
Womble Carlyle Sandridge & Rice, PLLC
Suite 700
1275 Peachtree Street, N.E.
Atlanta, GA 30309-3574

IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation.


SHARON L. MCBRAYER, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

TRANSIT GROUP SUB., INC. (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at 8340 American Way, Groveland, Florida 34736, has named and designated CT Corporation Systems with its registered office located at 1200 South Pine Island Road, Plantation, Florida 33324, as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named as Registered Agent for **TRANSIT GROUP SUB., INC.** (the "Corporation") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 26th day of August, 1997.

**CT CORPORATION SYSTEMS,
Registered Agent**

By: Connie Bryan
Name: CONNIE BRYAN
Title: SPECIAL ASSISTANT SECRETARY

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