

P98000004974  
TRANSMITTAL LETTER

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

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-01/15/98--01015--019  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT:

Miles Diesel Enterprises, Inc.  
(Proposed corporate name - must include suffix)

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

ADDITIONAL COPY REQUIRED

FROM:

Roy F. + Susan Miles  
Name (Printed or typed)

1417 Walden Oaks PL  
Address

Plant City, FL 33566  
City, State & Zip

Ref: (813) 752-8516  
Daytime Telephone number

FILED  
98 JAN 15 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-08-98

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

7/11/98

**ARTICLES OF INCORPORATION  
OF  
MILES DIESEL ENTERPRISES, INC.**

FILED  
98 JAN 15 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

EFFECTIVE DATE  
01-08-98

The name of this Corporation shall be **Miles Diesel Enterprises, Inc.** BEGINNING DATE OF JANUARY 8, 1998.

The mailing address of the Corporation shall be:

**P.O. Box 4674  
Plant City, FL 33564-4674**

**ARTICLE II**

The general nature of the business or businesses to be transacted by this Corporation, and the objects or purposes to be transacted, promoted, or carried on are:

a. To manufacture, produce, purchase or otherwise acquire, sell, import, export, distribute and deal in diesel parts, goods, wares, merchandise and materials of any kind and description.

b. To both lend and borrow money, either with or without security.

c. To manufacture, buy, sell, deal in, export and import every kind or description of material, merchandise, products or other property and to act as the purchasing and selling agents therefor.

d. To acquire the good will of any person, firm, business, or corporation, and their rights, properties, patents, grants, concessions, trade-marks, trade-names, distinctive marks, processes and patents and other property rights; to hold, use operate under and sell the same, and to grant licenses for the use of the same.

e. To establish, buy, sell, conduct, hire, lease or maintain warehouses, cold storage plants, and packing houses of every description.

f. To manufacture, buy, sell, import, hire and lease and generally deal in machinery, materials, implements and conveyances suitable for use in connection with the produce business or otherwise.

g. To issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by a mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired, or any other lawful objects.

h. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stock or any bonds, securities, or evidence of indebtedness created by any other corporation or corporations of this state or any other state or government and while the owner of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

i. To purchase, hold, sell and transfer shares of its own capital stock; providing that this corporation shall not purchase its own shares of capital stock, except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

j. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state and any of the several states, territories, possessions and dependencies of the United States the District of Columbia, and in foreign countries.

k. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either along or in connection with any person, firm, association or corporation.

l. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection or benefit of the corporation, and in addition to the specific powers herein enumerated, have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation.

### **ARTICLE III**

The maximum number of shares of stock that this Corporation shall be authorized to have outstanding at any time shall be 100 shares of common stock of the par value of \$100.00 per share upon which there shall be no preemptive rights except to the extent specified by the By-Laws.

The common stock shall be paid for at such time as the Board of Directors may designate, in cash, real or personal property, service, patents, leases or any other valuable right or thing, for the uses and purposes of the Corporation, and all shares of capital, when issued in exchange therefor, shall thereupon and thereby become and be paid in full the same as though paid for in cash at par, and shall be nonassessable forever and the judgement of the Board of Directors as to the value of any property, right or thing acquired in exchange for capital stock shall be conclusive.

### **ARTICLE IV**

**Restriction on Transfer of Shares.** Any transfers of stock in the Corporation that shall have the effect of terminating or jeopardizing the status of the Corporation as an "S Corporation," as defined in Section 1361 of the Internal Revenue Code of 1986, or any successor legislation of similar import, shall be void ab initio.

### **ARTICLE V**

This Corporation shall have a perpetual existence unless sooner dissolved by law.

### **ARTICLE VI**

The initial registered office of this corporation shall be at 1417 Walden Oaks Pl., Plant City, Florida, and the name of its initial registered agent is Roy F. Miles.

The Board of Directors may from time to time move the registered office to any other address and may establish branch offices and other places of business as may be deemed expedient.

## ARTICLE VII

The business of this Corporation shall be conducted by a president, vice president, secretary and treasurer, and by a Board of Directors consisting of not less than two members, to be determined by the By-Laws. Any officer may be a director and hold more than one office.

Each officer and director shall hold office until his successor shall be elected and qualified; provided, however, that a majority of the stockholders at either a regular or special meeting may remove any officer or director with or without cause. The duties and powers and functions of the officers and Board of Directors shall be as usually devolve upon such officers and directors, unless otherwise provided by the By-Laws.

## ARTICLE VIII

The name and address of the first Board of Directors are as follows:

Name	Address	No. of shares
Roy F. Miles	1417 Walden Oaks Pl. Plant City, FL 33566	50
Susan Miles	1417 Walden Oaks Pl. Plant City, FL 33566	50

## ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## ARTICLE XI

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation, or who is so interested may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other Corporation or not so interested.


I, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, and in pursuance to the General Laws of the State of Florida, being Chapter 607, F.S.A., and the Acts amendatory thereto and supplemental thereof, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and do respectively agree to take the number of shares set opposite our respective names and accordingly have hereunto set our hands and seals this 1st day of January, 1990.

  
\_\_\_\_\_  
ROY F. MILES

  
\_\_\_\_\_  
SUSAN MILES

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 1st day of January, 1998, by Roy F. Miles & Susan Miles, who is personally known to me and who did not take an oath, and I having first made known to them the contents of these Articles of incorporation, they acknowledged that they signed, sealed and delivered said Articles of Incorporation and their voluntary act and deed, and that the facts contained herein are truly set forth.

  
\_\_\_\_\_  
**Notary Public  
State of Florida at Large**

Rebecca L. Richter  
\_\_\_\_\_  
**Printed Name of Notary**

**MY COMMISSION EXPIRES:**



REBECCA L. RICHTER  
My Comm Exp. 9/04/2001  
Bonded By Service Ins  
No. CC656123  
☒ Personally Known ☐ Other I.D.

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 MILES DIESEL ENTERPRISES, INC.
2. The name and address of the registered agent and office is:

ROY F. MILES  
(NAME)

1417 WALDEN OAKS PL.  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

PLANT CITY, FL 33566  
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

01-08-98

*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.*

*RF Miles*  
(SIGNATURE)

1-1-98  
(DATE)