

798000071029

E C BUTLER ENTERPRISES, INCORPORATED

7008 County Line Road
Lakeland, FL 33801

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

August 6, 1998
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****131.25 ****131.25

TRANSMITTAL LETTER

SUBJECT: E C Butler Enterprises, Incorporated (Inc.)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25.

From: E C Butler Enterprises, Inc.
7008 County Line Road
Lakeland, FL 33801
Lynelle Meis, Secretary/Treasurer Ph. 303/857-1230

Respectfully submitted,

Lynelle Meis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH AUG 14 1998

ARTICLES OF INCORPORATION
of

E C Butler Enterprises, Incorporated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, being more than eighteen years of age, hereby establishes a corporation (The "Corporation") pursuant to Chapter 607 or 621 F.S. of the State of Florida and adopts for said Corporation the following Articles of Incorporation.

ARTICLE I

Name: The name of the Corporation is : E C Butler Enterprises, Incorporated (Inc.)

ARTICLE II

Principal Place of Business: 7008 County Line Road, Lakeland, FL 33801

ARTICLE III

1. **Common Stock.** The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) shares, which shall consist of one class only, designated "common stock". Each of such shares shall have a no par value.

2. **No Preemptive Rights.** Shareholders of the Corporation shall not have preemptive rights to acquire unissued or treasury shares of the Corporation's common stock, or to acquire securities convertible into such shares or carrying a right to subscribe to or acquire such shares.

ARTICLE IV

Registered Office and Agent - Business Outside of Florida. The address of the initial registered office of the Corporation is 7008 County Line Road, Lakeland, FL 33801, (P.O. Box 1022 Mulberry, FL 33860), and the name of its initial registered agent at such address is E C Butler, who is an individual resident of Florida. The Corporation may conduct part or all of its business in any and every part of Florida, of the United States and of the world. It may acquire, hold, develop, improve, manage, sell, mortgage, deed in trust, encumber, create security interest in, lease, convey and otherwise dispose of real and personal property in any of such places. In the event the Corporation should elect to do business in a jurisdiction other than Florida, it shall comply with all applicable laws, if any, relating to the qualification of foreign corporations to do business in that jurisdiction prior to compliance, unless a contrary result is required by applicable law.

THE AUTHORIZED AGENT, Edwin C. Butler, agrees to serve in the capacity as registered agent of the Corporation for an indefinite period of time, and will provide written notice of termination at such time as he no longer desires to serve in this capacity.

Edwin C. Butler 7/30/98
Edwin C. Butler Date

ARTICLE V

Incorporator/Registered Agent. The name and address:

Edwin Curtis Butler
7008 County Line Road
Lakeland, FL 33801

Edwin C. Butler 7/30/98
Edwin C. Butler Date

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ADDITIONAL ARTICLES:

ARTICLE VI

1. **Certain Shareholder Voting Requirements.** Any action which would require, under the Florida Corporation Code, the affirmative vote of the holders of no less than two-thirds of the outstanding shares of the Corporation, shall accordingly require the affirmative vote of no less than two-thirds of the outstanding shares of the Corporation at the time such vote is conducted. This paragraph shall not be interpreted to prevent the shareholders of the Corporation from taking any action described herein without a meeting pursuant to the Florida Corporation Code, by one or more written consents describing the action so taken and signed by each of the shareholders entitled to vote with respect to the subject matter thereof.

2. **Voting Rights of Shareholder - No Cumulative Voting.** On each matter to be voted upon by the shareholders of the Corporation, each shareholder of record shall have one vote for each share of the Corporation's stock (and shall have a corresponding fractional vote for each fractional share of the Corporation's stock) standing in such shareholder's name on the books of the Corporation and entitled to vote. Cumulative voting shall not be permitted in the election of directors.

3. **Distributing in Partial Liquidation.** The Board of Directors may from time to time distribute to the shareholders in partial liquidation, out of stated capital or capital surplus of the Corporation, a portion of its assets, in cash or property, if such a distribution is not inconsistent with applicable law, and subject to all limitations, if any, then contained in the statutes of Florida.

4. **Adoption and Amendment of By-Laws.** The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The Board of Directors shall at all times have the power to repeal the By-Laws, except to the extent the shareholders of the Corporation, in amending or repealing a particular By-Law, provided expressly that the Board of Directors may not amend or repeal such By-Law. The shareholders of the Corporation may amend or repeal the Corporation's By-Laws even though the By-Laws may also be amended or repealed by the Board of Directors. The Corporation's By-Laws may contain any provisions for the regulation of management of the Corporation not in conflict with the law or with these Articles of Incorporation.

ARTICLE VII

1. **Number of Directors and Shareholders - Related restriction on the Issuance and Transfer of Shares.** The number of directors of the Corporation shall be fixed, and may be increased or decreased, in accordance with or by the By-Laws of the Corporation; provided, however that the By-Laws may not establish or be amended to establish a number of Directors less than two (2) at any time that the number of shareholders of record exceeds the number of directors to be so established and provided further that no decrease in the number of directors in accordance with or by amendment to the By-Laws shall be permitted which would have the effect of shortening the term of any incumbent director. At any time that the number of directorship of the Corporation shall be less than two (2), no shares of the Corporation may be issued and held of record by more shareholders than there are such directorships and any shares issued in violation of this paragraph shall be null and void; this provision shall also constitute a restriction on the transfer of shares, and at any time that the number of directorships of the Corporation shall be less than two (2), any transfer of shares which would result in existence of more shareholders of record than there are such directorships shall be null and void.

2. **Initial Directors.** Three (3) directors shall constitute the initial Board of Directors, and the names and addresses are as follows:

Edwin C. Butler, 7008 County Line Road, Lakeland, FL 33801
Erana J. Butler, 7008 County Line Road, Lakeland, FL 33801
Lynelle Meis, P.O. Box 351, Ft. Lupton, CO 80621

ARTICLE VIII

1. **Purposes.** The nature of the business of the Corporation and the objects and purposes for which the Corporation is organized shall be: The transaction of any and all lawful business for the purpose of trucking, which the corporation may be incorporated pursuant to the Florida Corporation Code as amended.

2. **Powers.** In furtherance of the foregoing purposes, the Corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon corporations necessary or convenient for the accomplishment of any of its corporate purposes, including but not limited to, entering into general partnerships, limited partnerships (whether as a limited partner or a

general partner), joint ventures, syndicates, pools, associations or other arrangements for carrying on one or more of its corporate purposes jointly or in common with others.

3. **Duration.** The period of duration of the Corporation shall be perpetual.

ARTICLE IX

Negation of Equitable Interests in Shares and Rights. The Corporation shall be entitled to treat the registered owner of any shares of the Corporation as the owner thereof for all purposes, and as the person or entity entitled to exercise any and all rights deriving from such shares, and shall not be bound to recognize any equitable or other claim to, or interest in such shares or rights, on the part of any other person or entity, including, but without limiting the generality hereof, any purchaser, assignee, or transferee of such shares or rights deriving from such shares, unless and until such purchaser, assignee, transferee or other person or entity becomes the registered owner of such shares in the official stock transfer records of the Corporation, whether or not the Corporation shall have either actual or constructive notice of interest of such purchaser, assignee, transferee or other person or entity. Until such time as he, she or it become the registered owner thereof in the official stock transfer of records of shares of the Corporation shall be entitled: to receive notice of the meetings of the shareholder of the Corporation; to vote at such meetings; to examine a list of such shareholders; or to own, enjoy or exercise against the Corporation any other property or rights deriving from such shares.

ARTICLE X

Certain Limitation on Mandatory Indemnification. Although the Corporation may elect to do so unless prohibited by applicable law, the Corporation shall not be required to indemnify any officer or Director of the Corporation in connection with any proceeding in which said officer or director is not or was not either made or threatened to be made a named defendant or respondent because he or she is or was a director or officer of the Corporation, or because he or she is or was serving at the Corporation's request as a director, officer, partner, trustee, employee, or agent of any other foreign or domestic corporation or any partnership, joint venture, trust, other enterprise, or employee benefit plan. For purpose of this Article, the term "proceeding" shall mean threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal. Except for the indemnification provisions, shall govern the indemnification of the Corporation's directors, officers, employees and agents.

ARTICLE XI

Certain Limitations on Director Liability. No director of the Corporation shall have any personal liability to the Corporation, or to its shareholders, for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of any director to the Corporation, or to its shareholders, for monetary damages for: (1) any breach of such director's duty of loyalty to the Corporation or its shareholders; (2) any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (3) any transaction from which such director derived an improper personal benefit.