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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
VORTEX AVIATION INC.**

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December 30, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

VORTEX AVIATION INC.  
P.O. BOX 21544  
FT. LAUDERDALE, FL 33335

SUBJECT: VORTEX AVIATION INC.  
REF: P07000100895

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White  
Regulatory Specialist II

FAX Aud. #: H13000283496  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VORTEX AVIATION, INC.**

The undersigned, duly authorized officer of Vortex Aviation, Inc. (the "Corporation") certifies as follows:

**FIRST:** The Corporation's Articles of Incorporation were filed with the Secretary of State of Florida on September 10, 2007 Document No. P07000100895.

**SECOND:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the Corporation's directors and shareholders on December 23, 2013. The Corporation is filing these Amended and Restated Articles of Incorporation in accordance with Section 607.1007 of the Florida Business Corporation Act. The Articles of Incorporation are hereby entirely restated and amended as follows:

**ARTICLE I**

The name of the corporation is Vortex Aviation, Inc.

**ARTICLE II**

The Corporation's street address and mailing address of its initial principal office and the initial registered office is 910 N.E. 3<sup>rd</sup> Avenue, Fort Lauderdale, Florida 33304. Its initial registered agent at such address is Patrick Kaufman.

**ARTICLE III**

The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV**

The Corporation may issue up to 100,000 shares of common stock with a par value of \$0.01 per share (the "Common Stock"). Each share of Common Stock is entitled to unlimited voting rights in regard to the Corporation and to receive the Corporation's net assets Corporation upon dissolution.

**ARTICLE V**

Subject to any additional vote required by these Articles of Incorporation, without limiting any Board authority granted by statute, the Board may repeal or alter any of the Corporation's Bylaws in any manner not inconsistent with Florida law, these Articles of Incorporation, or the Shareholders Agreement among the Corporation, the Investor Shareholder, and other of the Corporation's shareholders identified in that Shareholders Agreement (that Shareholders Agreement, as periodically amended, restated, or supplemented is the "Shareholders Agreement").

#### ARTICLE VI

To the fullest extent permitted by law, a director of the Corporation will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or for any action taken in his or her capacity as a director, or any failure to take such action in his or her capacity as a director. This provision must be interpreted to provide the maximum protection against liability afforded to directors under the Florida Business Corporation Act. If the Florida Business Corporation Act or any other Florida law is later amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation will be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

Any repeal or modification of the above provisions of this Article VI does not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring before, such repeal or modification.

#### ARTICLE VII

To the fullest extent permitted by applicable law, the Corporation shall indemnify any director or officer of the Corporation, and may reimburse any of the foregoing for reasonable expenses actually incurred, or authorize advancement of expenses, in cases involving an administrative proceeding or civil action, in accordance with and to the fullest extent permitted or required by Florida law, including but not limited to, the Florida Business Corporation Act. Despite anything to the contrary in these Articles of Incorporation, the Corporation is authorized to provide such indemnification through Bylaw provisions, agreements with such agents or other persons, vote of shareholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by the Florida Business Corporation Act. Without limiting the foregoing:

1. The Corporation shall indemnify each person (and the heirs, executors or administrators of such person) (each such person, an "Indemnitee") who was or is a party or is threatened to be made a party to, or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The right to indemnification conferred in this Article VII also includes the right of the Indemnitee to be paid by the Corporation the expenses incurred in connection with any such proceeding in advance of its final disposition to the fullest extent authorized by applicable law.
2. Some Indemnitees now have or may later have rights to indemnification, advancement of expenses, or insurance provided by Investor Shareholder or a Investor Shareholder Affiliate (as those terms are defined in the Shareholders'

Agreement), who is entitled to designate directors of the Corporation in accordance with the Shareholders Agreement (Investor Shareholder and each of the Investor Shareholder Affiliates, each, a "Fund Indemnitor" and collectively, the "Fund Indemnitors"). As a result, jointly indemnifiable claims (as defined below) may arise due to the service of a Investor Shareholder designee as a director of the Corporation. The term "jointly indemnifiable claims" must be broadly construed and includes, without limitation, any action, suit or proceeding for which the covered person is entitled to indemnification or advancement of expenses from both a Fund Indemnitor and the Corporation under Florida law, any agreement or articles of incorporation, bylaws, partnership agreement, operating agreement, certificate of formation, certificate of limited partnership, or comparable organizational documents of the Corporation or a Fund Indemnitor, as applicable. With respect to any jointly indemnifiable claim, the following applies:

- (i) the Corporation is the indemnitor of first resort (i.e., its obligations to an Indemnitee are primary and any obligation of any Fund Indemnitor to advance expenses or to provide indemnification for the same expenses or liabilities incurred by such Indemnitee are secondary);
  - (ii) the Corporation shall advance the full amount of expenses incurred by an Indemnitee and will be liable for the full amount of all expenses, judgments, penalties, fines and amounts paid in settlement, in each case, to the extent required by subsection (1) of this Article VII, without regard to any rights such Indemnitee may have against any Fund Indemnitor;
  - (iii) the Corporation irrevocably waives, relinquishes, and releases the Fund Indemnitors from all claims against the Fund Indemnitors for contribution, subrogation, or other recovery with respect to amounts for which the Corporation is liable under subsection (1) of this Article VII;
  - (iv) no advancement or payment by a Fund Indemnitor on behalf of an Indemnitee with respect to any claim for which such Indemnitee has sought indemnification from the Corporation affects the clauses (i) through (iii) above, and such Fund Indemnitor will be subrogated to the extent of such advancement or payment to all of the rights of recovery of such Indemnitee against the Corporation; and
  - (v) The Fund Indemnitors are express, intended third party beneficiaries of this subsection (2) of this Article VII.
3. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is 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 expense, liability or loss incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under applicable law.

4. The rights and authority conferred in this Article VII do not affect or limit any other right that any person may otherwise have. The right to indemnification conferred in this Article VII is a contract right. Notwithstanding anything to the contrary in this Article VII, neither the amendment nor repeal of this Article VII, nor the adoption of any provision of these Articles of Incorporation or the Bylaws of the Corporation, nor, to the fullest extent permitted by applicable law, any modification of law, may eliminate or reduce the effect of this Article VII in respect of any acts or omissions occurring before such amendment, repeal, adoption or modification, and all rights to indemnification and advancement of expenses granted herein arising out of any act or omission vest at the time of the act or omission in question, regardless of when or if any proceeding with respect to such act or omission is commenced.

#### ARTICLE VIII

1. Subject to this Article VIII, Investor Shareholder and any Investor Shareholder Affiliate (as defined in the Shareholders Agreement) may engage in or possess an interest in other business ventures of any nature or description, independently or with others, similar or dissimilar to the Corporation's business or any subsidiary thereof, and the Corporation, any subsidiary of the Corporation, the directors, the directors of any subsidiary of the Corporation and the other shareholders will have no rights in and to such ventures or the income or profits derived from those ventures, and the pursuit of any such venture, even if competitive with the business of the Corporation or any subsidiary thereof, will not be wrongful or improper.
2. To the fullest extent permitted by applicable law, neither Investor Shareholder nor any Investor Shareholder Affiliate nor any of their directors, principals, officers, members, shareholders, limited or general partners, employees, director designees, or other representatives (collectively, the "Investor Shareholder Persons") has any duty to refer or present any particular business opportunity to the Corporation or any subsidiary thereof even if such opportunity is of a character that, if referred or presented to the Corporation or any subsidiary thereof, could be taken by the Corporation or any subsidiary thereof, and any such Investor Shareholder Person may take for its own account (individually or as a partner, shareholder, member, participant or fiduciary) or to recommend to others such particular opportunity.
3. Except as otherwise provided by law, no act or omission by any Investor Shareholder Person may be considered contrary to (i) any fiduciary duty that such Investor Shareholder Person may owe to the Corporation, its subsidiaries or any of its or their Affiliates or to any shareholder or by reason of such Investor Shareholder Person being a shareholder of the Corporation, or (ii) any fiduciary duty of any director of the Corporation, its subsidiaries or any of its or their Affiliates who is also a director, officer or employee of any Investor Shareholder Person.
4. Any person acquiring any shares of capital stock of the Corporation, its , or any of its or their Affiliates, or any interest therein, will be deemed to have notice of and to have consented to the provisions of this Article VIII.

5. For purposes of this Article VIII, "Affiliate" means, with respect to any person or entity, any other person or entity directly or indirectly controlling, controlled by or under common control with such person or entity. But no shareholder of the Corporation will be deemed, solely by reason of any investment in the Corporation or any rights related to such investment, (i) an Affiliate of any other shareholder or (ii) an Affiliate of the Corporation or any of its subsidiaries.

#### ARTICLE IX

If any governmental authority holds any provision of these Articles of Incorporation to be unenforceable, the remaining provisions are severable and remain enforceable to the fullest extent permitted by law.

The duly authorized officer of the Corporation is signing these Amended and Restated Articles of Incorporation on the date set forth under that officer's signature below.

Vortex Aviation, Inc.

By: Patrick Kaufman

Title: PRESIDENT

Name: PATRICK KAUFMAN

Date: 12/24/2013