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FLORIDA PROFIT/NON PROFIT CORPORATION

SOUTHWINDS AVIONICS AND ACCESSORIES, INC.

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**ARTICLES OF INCORPORATION
OF
SOUTHWINDS AVIONICS AND ACCESSORIES, INC.**

ARTICLE I

NAME

The name of the corporation is:

Southwinds Avionics and Accessories, Inc.

ARTICLE II

NATURE OF CORPORATE BUSINESS

To manufacture, buy, sell, hire, lease, import, export, deal in, operate, or otherwise use, at any place or places, airships, aeroplanes, monoplanes, biplanes, machines, seaplanes, flying boats, dirigibles and other balloons, aircraft, flying apparatus, or other mechanical contrivances and devices for aerial operation or navigation, of any and every kind and description and any future improvements or developments of the same; to manufacture, buy, sell, hire, lease, import, export, deal in, operate, or use motors, engines, or other machinery or devices of every kind and description for the generation of power, for the propulsion of such above mentioned airships, aero, and other planes, machines, contrivances, and devices for aerial operation and navigation and all machinery, appliances, tools, supplies, materials, parts, accessories, and equipment, or other paraphernalia used or capable of being used in the construction or use of the same; to design, develop, experiment with, manufacture, process, prepare, use, equip, remodel, construct, acquire, hold, operate, buy, sell, lease, install, repair, service, import, export, trade, and deal in and with devices, equipment, instruments, machinery, apparatus, systems, products, motors, machines, fixtures, appliances, devices, and contrivances, and any other property, real, personal or mixed, tangible or intangible, of any kind, nature, and description whatsoever, and to participate in any industrial, manufacturing, scientific, mercantile, or trading business of any kind or character whatsoever; to conduct and carry on any experimental or research work in any

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scientific field, and to render to any person, firm, association, corporation, or governmental body or agency engaged in any lawful undertaking, enterprise, or business, services of a technical, scientific, business, or management nature.

The foregoing clauses shall be construed as and shall be powers as well as purposes, and all matters expressed in each clause shall, unless otherwise herein expressly provided, be in no wise limited by reference to or inference from the terms of any other clause but shall be regarded as independent powers and purposes; and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms of the general powers of this Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature. This Corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted by the Business Corporation Act of this State to corporations organized thereunder, and amendatory of or supplemental to that statute, and the enumeration of certain powers as herein specified is not intended as exclusive of or as a waiver of any of the powers, rights or privileges granted or conferred by that statute now or hereafter in force; provided however that nothing herein contained shall be deemed to authorize or permit this Corporation to carry on any business, to exercise any power, or to do any act which a corporation formed under that statute may not at the time lawfully carry or do.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100,000 shares, one common class, one cent (\$0.01) par value.

ARTICLE IV

CORPORATE EXISTENCE

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This corporation is to exist perpetually.

ARTICLE V

INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The corporation's initial Registered Agent and Registered

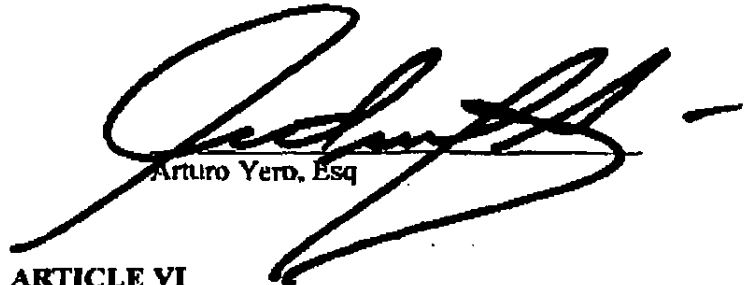
Office in the State of Florida are:

Initial Registered Agent: Arturo Yero, P.A.

Initial Registered Office: Arturo Yero, P.A.
5805 Blue Lagoon Drive Suite 280
Miami, FL 33126

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process for the above stated corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and accept the obligations of my position as Registered Agent.



Arturo Yero, Esq

**ARTICLE VI
INCORPORATOR**

The name and address of the incorporator executing these Articles of Incorporation is:

Name: Arturo Yero, Esq

Address: Arturo Yero, P.A.
5805 Blue Lagoon Dr Suite 280

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Miami, Fl. 33126

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors shall be one (1) and the name and postal address of the initial director of the initial board of directors is:

Name: Marina Sarda
Address: 8873 NW 178 St
Miami, Fl. 33018

ARTICLE IX

PREEMPTIVE RIGHTS

The shareholders of the common stock of this corporation shall be vested with preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services. The preemptive right of any shareholder is determined by the ratio of authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

ARTICLE X

ALIENATION OF SHARES

Any shareholder desiring to sell, pledge, give or otherwise dispose of his or her shares, must first offer, in writing, the shares to be alienated, to the other shareholders of the Corporation in proportion to their existing holdings. Such offer shall be at the same price and on the same terms as may be available to parties other than other shareholders of the Corporation. The offerors shall have forty-five (45) days to acquire said shares. Shares that are not so acquired by any one shareholder, shall be made available to the other shareholders. Shares that are not then acquired by any shareholder, may be otherwise alienated at the price and terms originally contemplated.

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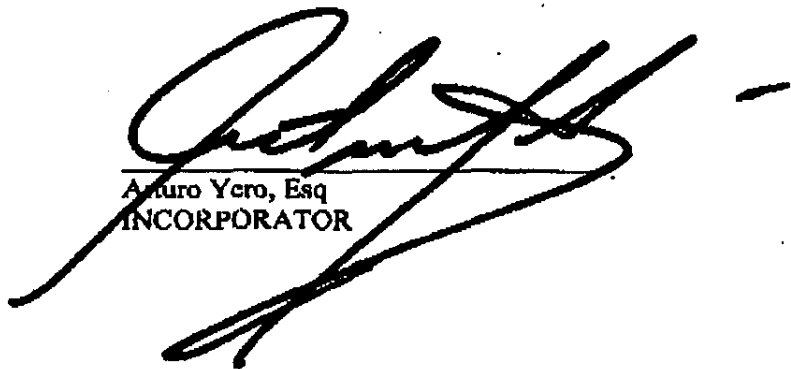
ARTICLE XI

INITIAL ADDRESS

The street address in this state of the principal office of the corporation is:

8873 NW 178 Street
Miami, Florida 33018

IN WITNESS WHEREOF, the undersigned, as incorporator has executed the foregoing Articles of Incorporation on this 17th day of December, A.D. 2007.



Arturo Yero, Esq
INCORPORATOR