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**EADS SOGERMA BARFIELD, INC.**

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ARTICLES OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
EADS SOGERMA BARFIELD, INC.

Pursuant to the provisions of section 607.1006 and section 607.1007, Florida Business Corporation Act, EADS Sogerma Barfield, Inc., this Florida Profit corporation (the/ this "Corporation") adopts the following amendment(s) to its Articles of Incorporation:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by amending Article I so that, as amended, said Article reads as follows:

"The name of the Corporation is BARFIELD, INC."

SECOND: The Articles of Incorporation of the Corporation are hereby amended by amending Article VI so that, as amended, said Article reads as follows:

"The principal office of this Corporation shall be located at 4101 29<sup>th</sup> NW, the City of Miami, County of Dade, State of Florida 33142, USA."

THIRD: The Articles of Incorporation of the Corporation are hereby amended by amending Article IX so that, as amended, said Article reads as follows:

"The Board of Directors of this Corporation shall be elected in accordance with the Bylaws of the Corporation and the Florida Business Corporation Act."

FOURTH: The Articles of Incorporation of the Corporation are hereby amended by amending Article X so that, as amended, said Article reads as follows:

"[Intentionally Omitted]"

FIFTH: The Articles of Incorporation of the Corporation are hereby amended by deleting the phrase "Florida General Corporation Act" wherever such phrase appears in the existing Articles of Incorporation, and replacing in lieu thereof the following text:

"Florida Business Corporation Act"

SIXTH: The Articles of Incorporation of the Corporation are hereby restated in their entirety as follows:

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
BARFIELD, INC.

ARTICLE I.

The name of this corporation is

BARFIELD, INC.

ARTICLE II.

The general nature of the business to be transacted is:

(a) The manufacture, sale, distribution, maintenance, installation and repair of aircraft, marine and industrial instruments of all types and kinds.

(b) The manufacture, sale, distribution, maintenance, installation and repair of aircraft, industrial, marine, and all and singular other types and kinds of radios, radar and communication equipment.

(c) The manufacture, sale, distribution, maintenance, installation and repair of aircraft, marine, and industrial equipment and accessories of all types and kinds.

(d) Any lawful act or activities for which general corporations for profit may be organized under the Florida Business Corporation Act.

ARTICLE III.

The maximum number of shares of capital stock which this corporation shall be authorized to have outstanding at any time shall be one hundred and fourteen shares of common stock of no par value, all of which shall be of the same class and have the same distinguishing characteristics and all of which shall be voting and non-assessable stock. The Corporation may issue fractional stock.

ARTICLE IV.

The amount of capital with which this corporation shall commence business shall be \$1,000.00.

ARTICLE V.

This corporation shall have perpetual existence.

ARTICLE VI.

The principal office of this Corporation shall be located at 4101 29<sup>th</sup> NW, the City of Miami, County of Dade, State of Florida 33142, USA.

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ARTICLE VII.

The number of directors of this Corporation shall be not less than three (3) nor more than twelve (12).

ARTICLE VIII.

The procedure for electing or removing directors shall be as provided in the Bylaws of the corporation.

ARTICLE IX.

The Board of Directors of this Corporation shall be elected in accordance with the Bylaws of the corporation and the Florida Business Corporation Act.

ARTICLE X.

[Intentionally Omitted]

ARTICLE XI.

No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation, if such person (i) in good faith and in a manner he reasonably believes to be in the best interest of the corporation exercised or used the same degree of diligence, care and skill as an ordinarily prudent person in a like position would have exercised or used under similar circumstances, or (ii) took, or omitted to take, such action in good faith reliance upon advice of counsel for the corporation, or upon books of account or reports made to the corporation by any of its officers or employees or by an independent certified public accountant, or by an appraiser selected with reasonable care by the Board of Directors or by any committee designated by the Board of Directors, or in good faith reliance upon other records of the corporation.

ARTICLE XII.

INDEMNIFICATION

Section 1. To the full extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was or has agreed to become a director or officer of the corporation or is or was serving or has agreed to serve at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, including employee benefit plans, or by reason of any action alleged to have been taken or omitted in such capacity against costs, charges, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with any threatened, pending or completed action, suit or proceeding and any appeal

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therefrom including but not limited to liability and expenses incurred on the amount of profits realized by him in purchase or sale of securities to the corporation, if and only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; the termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. To the full extent permitted by law, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was or has agreed to become a director or officer of the corporation, or is or was serving or has agreed to serve at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans), or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges and expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with the defense or settlement of any action, suit or proceeding, including any appeal therefrom, if and only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that any court of competent jurisdiction or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of case, such person is fairly and reasonably entitled to indemnity for such costs, charges and expenses which such court shall deem proper.

Section 3. To the full extent permitted by law, the corporation, in the sole discretion of the Board of Directors of the corporation, may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is or was or had agreed to become an employee, agent or contractor of the corporation, or is or was serving or had agreed to serve at the request of the corporation as an employee, agent or contractor of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans), or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges, expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or on his behalf in connection with any threatened, pending or completed action, suit or proceeding and any appeal therefrom, including, but not limited to liability and expenses incurred on the amount of profits realized by him in the purchase or sale of securities of the corporation. if and only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding,

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had no reasonable cause to believe his conduct was unlawful, the termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 4. To the full extent permitted by law, the corporation, in the sole discretion of the Board of Directors of the corporation, may indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was or had agreed to become an employee, agent or contractor of the corporation, or is or was serving or had agreed to serve at the request of the corporation as an employee, agent or contractor of another corporation, partnership, joint venture, trust or other enterprise (including employee benefit plans), or by reason of any action alleged to have been taken or omitted in such capacity, against costs, charges and expenses (including attorneys' fees) actually and reasonably incurred by him or on his behalf in connection with the defense or settlement of any threatened, pending or completed action or suit and any appeal therefrom, or the defense or settlement of any claim, issue or matter, if and only if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that any court of competent jurisdiction or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of such liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such costs, charges and expenses which such court shall deem proper.

Section 5. Notwithstanding the other provisions of these Articles, to the extent that a director or officer of the corporation has been successful on the merits or otherwise, including, without limitation, the dismissal of an action without prejudice, in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, he shall be indemnified against all costs, charges and expenses (including attorneys' fees) actually and reasonably incurred by him or on his behalf in connection therewith.

Section 6. Unless otherwise ordered by a court, any indemnification under Sections 1 through 4, herein, shall be paid by the corporation, unless a determination is made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by a majority vote of a quorum consisting of stockholders who were not parties to such action, suit or proceeding, that indemnification of an individual entitled to indemnification under Sections 1 through 4, herein, is not proper in the circumstances because he has not met the applicable standards of conduct set forth in Sections 1 through 4, herein.

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Section 7. To the full extent permitted by law, the corporation shall, upon request, pay costs, charges and expenses (including attorneys' fees) incurred by a person entitled to indemnification pursuant to Sections 1 and 2, herein, and if applicable pursuant to Sections 3 and 4, herein, in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding; provided, however, that the payment of such costs, charges and expenses incurred by a director or officer in his capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer) in advance of the final disposition of such action, suit or proceeding shall be made only upon receipt of an undertaking by or on behalf of the director or officer to repay all amounts so advanced in the event that it shall ultimately be determined that such director or officer is not entitled to be indemnified by the corporation as authorized in these Articles; such costs, charges and expenses incurred by other employees, agents and contractors may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 8. Any indemnification or advance of costs, charges and expenses provided for in Sections 1 through 7, herein, shall be made promptly, and in any event within sixty (60) days, upon the written request of the person entitled to indemnification; the right to indemnification or advances as granted by these Articles shall be enforceable by a director or officer in any court of competent jurisdiction. If the corporation denies such request, in whole or in part, or if no disposition thereof is made within sixty (60) days, 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 the advance of costs, charges and expenses pursuant to Section 7, herein, where the required undertaking, if any, has been received by the corporation) that the claimant has not met the standard of conduct set forth in Sections 1 through 4, herein, but the burden of proving such defense shall be on the corporation. Neither the failure of the corporation (including its Board of Directors, its independent legal counsel, and its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 through 4, herein, nor the fact that there has been an actual determination by the corporation (including its Board of Directors, its independent legal counsel, and its stockholders) that the claimant has 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.

Section 9. The proper officers of the corporation are, and each of them acting without the other is, authorized to take any action, for and in the name of the corporation, which he deems necessary or appropriate (as conclusively presumed from the taking of such action) to carry out and effect the foregoing Sections 1 through 8.

Section 10. The indemnification and advancement of expenses provided by these Articles shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (present or future, common or statutory), by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding

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office or while employed by or acting as agent for the corporation, and shall continue as to a person who has ceased to serve in the capacity making him eligible for indemnification, and shall inure to the benefit of the estate, heirs, executors and administrators of such person; provided, however, that indemnification or advancement of expenses shall not be made if a judgment or final adjudication establishes that the actions of such person or omissions to act were material to the cause of action so adjudicated and constitute (i) a knowing violation of law, (ii) a transaction from which the person derived an improper personal benefit, (iii) in the case of a director, a circumstance under which the liability provisions of Section 607.144 of the Florida Business Corporation Act are applicable, or (iv) intentional misconduct or conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure judgment in its favor or in a proceeding by or in the right of a stockholder; all rights to indemnification under these Articles shall be deemed to be a contract between the corporation and each director and officer of the corporation who serves or served in such capacity at any time while these Articles as well as the relevant provisions of the Florida Business Corporation Act or any other applicable laws are or were in effect; any repeal or modification thereof shall not in any way diminish any rights to indemnification of such director or officer or the obligations of the corporation arising hereunder.

Section 11. If Sections 1 through 10 of these Articles or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction; then the corporation shall nevertheless indemnify each director and officer and may indemnify any other person entitled to indemnification, as to costs, charges and expenses (including attorneys' fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the corporation, to the full extent permitted by any applicable portion of these Articles that shall not have been invalidated and to the full extent permitted by applicable law. To the full extent permitted by law, the corporation may enter into and perform agreements with persons, including, without limitation, present and former officers, directors and employees of the corporation and of companies acquired by or merged with the corporation, obligating the corporation, among other things, to provide indemnification and advancement of costs, charges and expenses to such persons in addition to any indemnification or advancement which may be available to such person under Sections 1 through 10 of these Articles.

Section 12. The Board of Directors may cause the corporation to purchase and maintain insurance on behalf of any person who is or was or has agreed to become 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, or, as its representative in a partnership, joint venture, trust or other enterprise, including employee benefit plans, against any liability asserted; against such person and incurred in any such capacity or arising out of such status, whether or not the corporation would have the power to indemnify such person.

Section 13. The Board of Director may from time to time adopt Bylaws with respect to indemnification and may amend such Bylaws to provide at all times the fullest indemnification permitted by the Florida Business Corporation Act.



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ARTICLE XIII.

The affairs of this Corporation shall be managed by the Board of Directors in accordance with the Bylaws. The Board of Directors (or a duly authorized committee of the Board of Directors) of the Corporation shall have the power, upon affirmative vote of a majority of the full membership thereof, to make, alter or repeal its Bylaws, provided that any alteration or repeal of the Corporation's Bylaws shall be effected in accordance with any applicable procedures set forth in the Bylaws at the time of such alteration or repeal. The stockholders of the Corporation, upon the affirmative vote or action by the holders of a majority of the Corporation's issued and outstanding stock, also shall have the power to make, alter or repeal its Bylaws, subject to the same conditions described above regarding the Board of Directors.

ARTICLE XIV.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles, in the manner now or hereafter prescribed by the Corporation's Bylaws, in accordance with the Florida General Corporation Act and all rights conferred upon stockholders here are granted subject to this reservation.

The foregoing Amended and Restated Articles of Incorporation of the Corporation were adopted by stockholders of the Corporation on the 11<sup>m</sup> day of January, 2007, by the consent of the sole stockholder.

The foregoing Amended and Restated Articles of Incorporation do not provide for exchange, reclassification or cancellation of issued shares.

Signed this 11<sup>m</sup> day of January, 2007

By: 

Name: C. BERNARDINI  
Title: President

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