

12/14/23, 4:47 PM

Division of Corporations

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((1123000426986 3)))



H230004269863ABC7

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (614)280-3338  
Fax Number : (614)573-3996

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
AERO SIMULATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME  
The name of the corporation is: Aero Simulation, Inc.

ARTICLE II. RESTATED ARTICLES  
The text of the Restated Articles is as follows: See Exhibit A attached hereto.

2023 EEC 14 APR 9:46

—

**ARTICLE III OFFICERS AND/OR DIRECTORS (optional)**

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change                      PT      John Doe

X Remove                    V      Mike Jones

X Add                        SV      Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

FILED  
 2023 DEC 14 AM 3:45  
 CLERK OF COURT  
 1000 10th St  
 San Francisco, CA 94103

ARTICLE IV AMENDED REGISTERED AGENT (OPTIONAL)

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: \_\_\_\_\_

Address: \_\_\_\_\_

\_\_\_\_\_

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

\_\_\_\_\_  
Required Signature/Registered Agent

\_\_\_\_\_  
Date

ARTICLE VI ARTICLE CONSOLIDATION

These restated articles of incorporation consolidate all amendments into a single document;

ARTICLE VII REQUIRED ADOPTION INFORMATION

Check if applicable:

The amendment(s) is/are being filed pursuant to s. 607.0120(11)(c), F.S.

The date of each amendment(s) adoption is: December 14, 2023  
if other than the date this document is signed.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the incorporators, or board of director without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the shareholders. Then number of votes cast for the amendment(s) by the shareholder was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting group. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s).*

"The number of votes cast for the amendment was/were sufficient for approval by

\_\_\_\_\_  
(voting group)

FILED  
2023 DEC 14 AM 9:46  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

Dated: December 14, 2023

Signature: \_\_\_\_\_

Digitally signed by Michael L  
Conti, DN: c=US, o=Florida Department of State, ou=Florida  
Department of State, email=m.l.conti@floridadot.org, cn=Michael L  
Conti, Date: 2023.12.14.13:49:30 -05'00'

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Michael L. Conti

(Typed or printed name of person signing)

President

(Title of person signing)

FILED

2023 DEC 14 AM 9:46

FILED  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FL

**EXHIBIT A****SIXTH RESTATED ARTICLES OF INCORPORATION OF  
AERO SIMULATION, INC.****CORPORATE NAME**

The name of the Corporation is Aero Simulation, Inc.

**I. AUTHORIZED STOCK**

A The aggregate number of shares which the Corporation shall be authorized to issue are as follows:

Class A Voting Common Stock	150,000, Par Value \$0.01
Class B Voting Common Stock	50,000, Par Value \$0.01

Shares of Class B Voting Common Stock are not entitled to participate in dividends declared on Shares of Class A Voting Stock but otherwise have the same rights as Class A Common stock.

Effective December 31, 2023, all Class B shares shall automatically convert to Class A Voting Common Stock, such that there will be 200,000 authorized shares of Class A Voting Common Stock and no authorized shares of Class B Voting Common Stock.

B. Ownership of substantially all of the outstanding shares of the Corporation's capital stock shall be restricted to active employees of the Corporation or to a Trust established by the Corporation pursuant to an Employee Stock Ownership Plan qualified under Internal Revenue Code Sections 401(a) and 4975.

FILED  
2023 DEC 14 AM 9:46  
CLERK OF SUPERIOR COURT  
CLERK OF SUPERIOR COURT

## **II. VOTING REQUIREMENTS**

More than Fifty percent (50%) of the number of shares outstanding shall be required to approve any matter requiring the vote of the Shareholders including, but not limited to, any amendment or restatement of the articles of incorporation, the votes required with respect to the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all assets of the Corporation, or such similar transaction as may be prescribed by the Secretary of the U.S. Treasury in regulations issued under Section 409(e) of the Internal Revenue Code of 1986, as amended, and pursuant to Sections 607.1020, 607.1103, 607.11035, and 607.1202 of the Florida Business Corporation Act, as amended.

## **III. DIRECTOR/OFFICER LIABILITY AND INDEMNITY**

The Corporation shall, to the fullest extent permitted by the provisions of Sections 607.0831 and 607.0850 of the Florida Business Corporation Act, as amended and supplemented from time to time, indemnify directors and officers from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person. No amendment, modification or repeal of this Article shall adversely affect right or protection of a director that exists at the time of such amendment, modification or repeal.

2023 DEC 14 AM 9:15  
FILED  
TALLAHASSEE  
FLA