

H55364

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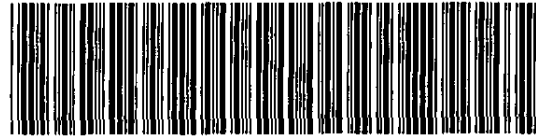
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2010 MAY 17 PM 1:15

FILED

Restated

TB

MAY 19 2010

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** N44621, Inc.

**DOCUMENT NUMBER:** H55364

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rustin R Howard

Name of Contact Person

N44621, Inc.

Firm/ Company

17 South Palafox Place, Suite 370

Address

Pensacola, Florida, 32502

City/ State and Zip Code

rrh8@cox.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rustin R Howard

Name of Contact Person

at ( 850 ) 470-9388

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RESTATED ARTICLES OF INCORPORATION**  
**(This document has been amended in its entirety)**  
**OF**  
**N44621, INC.**

FILED  
2010 MAY 17 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Whereas, N44621, Inc. is a corporation in good standing and existing under the laws of the State of Florida,

NOW, THEREFORE, the undersigned, being the sole incorporator, and being a natural person competent to contract, do hereby make and present these Restated Articles of Incorporation under the provisions of Chapter 607, Florida Statutes. Accordingly, the Articles of Incorporation of N44621, Inc. are hereby amended and restated to read as follows:

**ARTICLE I - NAME**

The name of the corporation is N44621, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 17 South Palafox Place, Suite 370, Pensacola, Florida 32502.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of owning, operating, maintaining an airplane, that presently being a Piper PA28-151 Warrior bearing identification number N44621 and otherwise using and dealing with said aircraft for all lawful purposes and for transacting any and all other lawful business both within the state of Florida and within the United States.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares of capital stock which the corporation shall have the authority to issue is 100,000, all with a par value of \$.001 per share, consisting of:

(a) 100,000 shares of Common Stock. The relative rights, preferences and limitations of Common Stock shall be as follows: In respect to all matters as to which the vote or the consent of the shareholders of the corporation shall be required or shall be taken, the owners of the Common Stock shall be entitled to one vote for every share of Common Stock held according to the records of the corporation.

(b) 80,000 shares of Preferred Stock. The Preferred Stock may be issued in one or more series. The Board of Directors of the corporation is expressly authorized: (i) to fix the designations, powers, preferences, rights, conversion or exchange privileges, qualifications, limitations and restrictions with the respect to any series of Preferred Stock and (ii) to specify the number of shares of each and any series of Preferred Stock.

## **ARTICLE V – LIABILITY OF DIRECTORS**

(a) No director of the corporation shall be personally liable to the corporation or its shareholders for damages for any breach of duty in such capacity, unless said breach of duty, whether an act or omission, is found by judgment of a court of competent jurisdiction or by other adjudication to have been committed in bad faith or involved intentional misconduct or knowing violation of the law, or that the director personally gained a financial profit or other advantage to which the director was not legally entitled, or that the director's acts violated Section 607.0831, Florida Statutes.

(b) Each person who serves as a director of the corporation while this Article V is in effect shall be deemed to be doing so in reliance on the provisions of this Article V, and neither the amendment or repeal of this Article V, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article V, shall apply to or have any effect on the liability or alleged liability of any director of the corporation for, arising out of, based upon, or in connection with any acts or omissions of such director occurring prior to such amendment, repeal, or adoption of an inconsistent provision. The provisions of this Article V are cumulative and shall be in addition to and independent of any and all other limitations on or eliminations of the liabilities of directors of the corporation, as such, whether such limitations or eliminations arise under or are created by any law, rule, regulation, by-law, agreement, vote of shareholders or disinterested directors, or otherwise.

## **ARTICLE VI – INDEMNIFICATION**

(a) The corporation shall indemnify to the fullest extent now or hereafter provided for or permitted by law each person involved in, or made to threatened to be made a party to, any action, suit, claim or proceeding, arbitration, alternative dispute resolution mechanism, investigation, administrative or legislative hearing or any other actual, threatened, pending or completed proceeding, whether civil or criminal, or whether formal or informal, and including an action by or in the right of the corporation or any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise, whether profit or non-profit (any such entity, other than the corporation, being hereinafter referred to as an "Enterprise"), and including appeals therein (and such process being hereinafter referred to as a "Proceeding"), by reason of the fact that such person, such person's testator or intestate (i) is or was a director or officer of the corporation, or (ii) while serving as a director or officer of the Corporation, is or was serving, at the request of the corporation, as a director, officer or in any other capacity, any other Enterprise, against any and all judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, actually and reasonably incurred as a result of or in connection with any Proceeding, except as provided in Article VI(b) below.

(b) No indemnification shall be made to or on behalf of any such person if a judgment or other final adjudication adverse to such person establishes that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material in the cause of action so adjudicated, or that such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled. In addition, no indemnification shall be made with respect to any Proceeding initiated by any such person against the corporation, or a director or officer of the corporation, other than to enforce the terms of this Article VI, unless such Proceeding was authorized by the Board of Directors. Further, no indemnification shall be made with respect to any settlement or compromise of any Proceeding unless and until the corporation has consented to such settlement or compromise.

(c) Written notice of any Proceeding for which indemnification may be sought by any person shall be given to the corporation as soon as practicable; however, an individual's failure

to provide such notice shall not relieve the corporation of its indemnification obligations hereunder, except to the extent that the corporation has been prejudiced by its failure to receive such notice in a timely manner. The corporation shall then be permitted to participate in the defense of any such proceedings or, unless conflict of interest or position exist between such person and the corporation in the conduct of the defense, to assume such defense. In the event that the corporation assumes the defense of any such Proceeding, legal counsel selected by the corporation shall be acceptable to such person. After such assumption, the corporation shall not be liable to such person for any legal or other expenses subsequent incurred unless such expenses have been expressly authorized by the corporation. In the event that the corporation participates in the defense of any such Proceeding, such person may select counsel to represent such person in regard to such Proceeding; however, such person shall cooperate in good faith with any request that common counsel be utilized by the parties to any Proceeding who are similarly situated, unless to do so would be inappropriate due to actual or potential differing interests between or among such parties.

(d) The rights to indemnification and advancement of expenses granted by or pursuant to this Article VI; (i) shall not limit or exclude, but shall be in addition to, any other rights which may be granted by or pursuant to any statute, by-law, resolution or shareholders or directors or agreement; (ii) shall be deemed to constitute contractual obligations of the Corporation to any director or officer who serves in a capacity referred to in this Article VI at any time while this Article VI is in effect, whether or not thereafter repealed or amended; (iii) shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, spouse, heirs, executors, administrators or assigns of such person. It is the intent of this Article VI to require the corporation to indemnify the persons referred to herein for the aforementioned judgments, fines, penalties, amounts paid in settlement, and expenses, including attorney's fees, in each and every circumstance in which such indemnification could lawfully be permitted by express provisions of a certificate of incorporation, and the indemnification required by this Article VI shall not be limited by the absence of an express recital of such circumstances.

(e) In making any determination regarding any person's entitlement to indemnification hereunder, it shall be presumed that such person is entitled to indemnification, and the corporation shall have the burden of proving to the contrary.

(f) The corporation may, with the approval of the Board of Directors, enter into an agreement with any person who is, or is about to become, a director, officer, employee or agent of the corporation, or who is serving, or is about to serve, at the request of the corporation, as a director, officer, or in any other capacity, any other Enterprise; such agreement may provide for the indemnification of such person and advancement of expenses to such person upon terms, and the extent, not prohibited by law. The failure to enter into any such agreement shall not affect or limit the rights of any such person under this Article.

#### **ARTICLE VII - TERM OF EXISTENCE**

The date for commencement of the corporation's existence shall be May 10, 1985. The corporation shall have perpetual existence.

#### **ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The address of the registered office of this corporation shall be 17 South Palafox Place, Suite 370, Pensacola, Florida 32502, and the name of the registered agent of this corporation at that address is Rustin Howard.

**ARTICLE IX – INCORPORATOR**

The name and address of the person signing these Articles is:

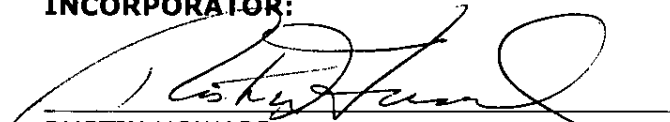
Rustin Howard  
17 South Palafox Place, Suite 370  
Pensacola, Florida 32502.

**ARTICLE X – AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

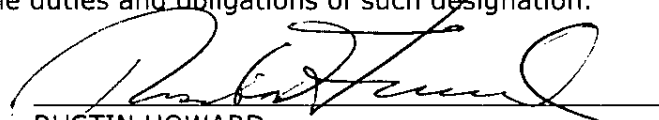
IN WITNESS WHEREOF, the undersigned incorporator has executed these Restated Articles of Incorporation on the 13th day of May, 2010.

**INCORPORATOR:**

  
\_\_\_\_\_  
RUSTIN HOWARD

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of N44621, INC. Further, I am familiar with and accept the duties and obligations of such designation.

  
\_\_\_\_\_  
RUSTIN HOWARD

Date: May 13, 2010

The date of each amendment(s) adoption: 13 May 2010

(date of adoption is required)

Effective date if applicable: 13 May 2010

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

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

☐ The amendment(s) was/were approved by the shareholders through voting groups. 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(s) was/were sufficient for approval

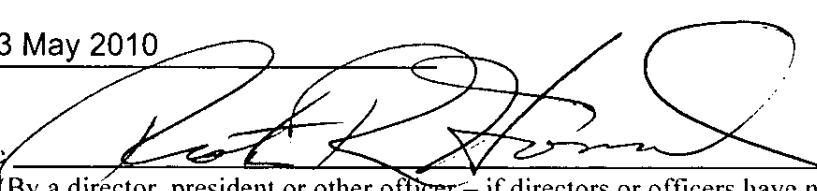
by \_\_\_\_\_."  
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 13 May 2010

Signature

  
(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)

Rustin R Howard

(Typed or printed name of person signing)

Secretary

(Title of person signing)