

579019

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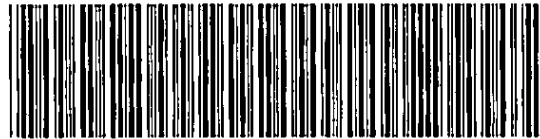
(Business Entity Name)

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LEONARD OR JOLYAN

423

6/17/87

PAY TO THE ORDER OF
Secretary of State
County of Nassau and City of Tallahassee

\$ 63.00

579019

From
County of Nassau
City of Tallahassee

Second time

4263190252 035517872 0423

Air Cortez of Florida
INC.



06/19/97 04052 010

DOMESTIC FILING	3.00
REGISTERED AGENT	
CHARTER TAX	30.00
CHARTER FILING	15.00
CERT/PHOTO COPY	15.00
=====	
TOTAL	63.00

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FILED
JUN 19 7 50 AM '87
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

AIR CORTEZ OF FLORIDA, INC.

57919

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

ARTICLE I

Name

The name of this corporation shall be:

AIR CORTEZ OF FLORIDA, INC.

ARTICLE II

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida, including but not limited to the provision of airline services - commercial charter passenger and cargo services - Both inside and outside the Continental United States).

ARTICLE IV

General Powers

The corporation shall have power:

(a) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(b) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property assets.

(c) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes (1976).

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(e) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.

(f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(g) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the State of Florida, within or without the state.

(h) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(i) To make and alter by-laws, not inconsistent with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

(l) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(m) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 50,000 shares having a par value of \$0.01 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI

Registered Office and Registered Agent

The street address of the corporation's initial registered office is 4862 South Conway Road, Orlando, Florida 32812, and the name of the corporation's initial registered agent at such address is Jolvet A. Catanzaro. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037 of the Florida Statutes.

ARTICLES VII

Initial Board of Directors

The number of Directors constituting the Initial Board of Directors shall be one (1), and the name and address of the person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
JOLYAT A. CATANZARO	4862 South Conway Road Orlando, FL 32812

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
JOLYAT A. CATANZARO	4862 South Conway Road Orlando, FL 32812

ARTICLE IX

Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


JOLYAT A. CATANZARO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.
NAMING AGENT UPON WHO PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Air Cortes of Florida, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Orlando, County of Orange, State of Florida, has named Jolyat A. Catanzaro at 4862 South Conway Road, Orlando, Florida 32812, County of Orange, State of Florida, as its agent to accept service of process within Florida.

✓ Signature Jolyat A. Catanzaro
JOLYAT A. CATANZARO

Title: President

Date: June 16, 1987

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes

✓ Signature Jolyat A. Catanzaro

✓ Date June 16, 1987

STATE OF FLORIDA

(COUNTY OF ORANGE)

BEFORE ME, the undersigned authority an officer duly qualified to take acknowledgements, personally appeared JOLYAT A. CATANZARO, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 16 day of June 1987.

Sharon E. Moore

NOTARY PUBLIC

Notary Public, State of Florida at Large
My Commission Expires: May 5, 1990

CORPORATION

ANNUAL REPORT
1988FLORIDA DEPARTMENT OF STATE
Jon Smith
Secretary of State
DIVISION OF CORPORATIONS

DO NOT WRITE IN THIS SPACE

Receipt for filing of this report is hereby acknowledged.
Filing Fee of \$25 Required -- Make Checks Payable To: Secretary of State

Name and Address of Corporation Principal Office

AIR CORTEZ OF FLORIDA
4862 S. Conway Rd. Apt #51
Orlando, Florida 32812

57927905

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient.

Street Address: 4862 S. CONWAY RD. 32812
PO Box Number: 115100 AVE. 32812
City and State: WINTER PARK, FL 32789

3. Date of Report: 87 Formed
4. Federal Employer Identification Number: 33-0000000
5. Date of Last Report: 87 Formed

6. Name and Street Address of Each Officer and Director as of December 31, 1987

Names of Officers and Directors	Title	Street Address (Do NOT Use Post Office Box Number)	City and State
Joliet Cantanzaro	Director	4862 S. Conway Rd. Apt #51	Orlando, Florida 32812
Mica Lough	Sec/Treas	2273 Lee Rd. Suite #210	Winter Park, Florida 32789
Lloyd C. Engel	Pres.	222 New York Ave.	Winter Park, Florida 32789

REGISTERED AGENT INFORMATION

7. Name and Address of New Registered Agent

Name: 81
Street Address 1: (Do NOT Use P.O. Box Number)
Street Address 2: (Do NOT Use P.O. Box Number)
City and State: FL Zip Code: 85

Joliet Cantanzaro
4862 S. Conway Rd. Apt #51
Orlando, Florida 32812
(407)859-5824

8. Pursuant to the provisions of Sections 607.004 and 607.007, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.
This change was authorized by resolution duly adopted by its board of directors on _____.

I hereby accept the appointment of registered agent, I am familiar with, and accept the obligations of, Section 607.005 F.S.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment)

9. A person, partnership, joint tenancy, or trust, as executor, administrator, or trustee.

10. See signature restrictions under the name on reverse side of this form.

I Certify That I Am An Officer or Director of the Corporation, the Receiver or Trustee Entitled to Execute This Report as Required by Chapter 607 F.S.

I further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effect As if Made Under Oath.

(Officer or Director signing must be listed in Block 6.)

Signature: Lloyd C. Engel Title: President Date: June 28, 1989 Telephone: (407)629-1292