

9500000519
Document Number Only

RECEIVED
95 JUL -5 AM 11:08
DIVISION OF CORPORATION

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

600001533306
-07/10/95--01037--001
***363.75 ***346.25

TMS, L.C.

3 documents to be validated
from 3 checks totaling \$538.75.

- ☐ Merger
- ☐ Mark
- ☐ Other
- ☐ Change of R.A.
- ☐ Fictitious Name
- ☒ CUS/ G/S
- ☐ After 4:30
- ☒ Pick Up

Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CR2E031 (1-89)

7/5/95
308, 1028, 1130, 671
W/95-13549 CUS
C.O.S.
\$346.25

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

C. TAX _____
FILING \$250.00
R. AGENT FEE 35.00
C. CO. 53.50 + 8.75
T.E.P. 346.25
N. BANK _____
BALANCE DUE _____
REFUND _____



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

WALK-IN 7/7/95
Pick-up 3:00

July 5, 1995

C T CORPORATION SYSTEM
660 EAST JEFFERSON STREET
TALLAHASSEE, FL 32301

SUBJECT: TMS, L.C.
Ref. Number: W95000013549

TMS Southeast, L.C.

We have received your document for TMS, L.C. and check(s) totaling \$. However, your check(s) and document are being returned for the following:

Your limited liability company name is unavailable. Section 608.406(4), Florida Statutes, states limited liability company names "must be distinguishable upon the records of the Division of Corporations of the Department of State from all other entities or filings, except fictitious name registrations pursuant to section 865.09, Florida Statutes, organized or registered under the laws of this state that are on file with the Division.

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6972.

Doris Brown
Document Specialist

Letter Number: 195A00032591

\$206.25

Please back date to 7/5
THANKS

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

FILED
95 JUL -2 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is:

"TMS SOUTHEAST", L.C.

ARTICLE II - Address

The mailing address and, if different, the street address of the principal office of the Limited Liability Company is/are:

c/o Patrick J. O'Shea
44 Crown Point Rd.
Irmo, SC 29063

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be:

20 years

ARTICLE IV - Management

(check and complete the appropriate statement)

// The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Patrick J. O'Shea - President
Judith L. O'Shea - Vice President

Both
(Managing Members)

44 Crown Point Court 1270, South Carolina 29063

// The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Registered Agent

The name and street address of the initial registered agent of the Limited Liability Company is:

C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VI - Registered Office

The street address of the initial registered office of the Limited Liability Company is:

c/o C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida 33324

***ARTICLE VII - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

***ARTICLE VIII - Members' Rights to Continue Business**

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

6/30/95
(Date)


(Signature of Member or the Authorized Representative of a Member)

Patrick J. O'Shea

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T CORPORATION SYSTEM

By

Mary R. Adams
(Signature)

7/3/95
(Date)

Mary R. Adams
(Type Name of Officer)

Assistant Secretary
(Title of Officer)

*(Optional)

(FLA. - LLC 3207)

FILED
95 JUL 5 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____

TMS SOUTHEAST, L.C.


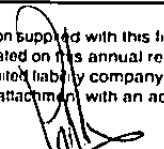
deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 8,000.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 17,000.00. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 25,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 606.406(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Sandra B. Morikyan Secretary of State DIVISION OF CORPORATIONS	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE	
1. Name and Mailing Address of Limited Liability Company TMS SOUTHEAST, L.C. C/O PATRICK J. O'SHEA 44 CROWN POINT ROAD IRMO SC 29063		DOCUMENT #L95000000519	
1a. Principal Place of Business Address C/O PATRICK J. O'SHEA 44 CROWN POINT ROAD IRMO SC 29063		3. Date Organized or Qualified 07/05/1995	
2. Principal Place of Business TMS SOUTHEAST, L.C. C/O PATRICK J. O'SHEA 44 CROWN POINT COURT IRMO SC 29063		3a. State of Formation FL	
2a. Mailing Address TMS SOUTHEAST, L.C. C/O PATRICK J. O'SHEA 44 CROWN POINT COURT IRMO SC 29063		4. FET Number 57-1048025	
5. Date of Last Report		6. Certificate of Status Desired <input checked="" type="checkbox"/> 15. Additional Fee Required	
7. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION FL 33324		8. Name and Address of New Registered Agent 200001873922 -06/25/96--01002--008 FL 272.50	
9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.			
SIGNATURE _____		DATE _____	
(Registered Agent Accepting Appointment) (If 11. Registered Agent signature required when making report)			
10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MGRM	O'SHEA, PATRICK J	44 CROWN POINT COURT 1270	IRMO SC 29063
MGRM	O'SHEA, JUDITH L	44 CROWN POINT COURT 1270	IRMO SC 29063
MGRM	BAKER, DONALD	544 Earleton	Kemlerworth IL 60043
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath, that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address.			
SIGNATURE: 		PATRICK J O'SHEA 5/31/96 (113)737-6270	

L95000000519

Jet America

2735 S. Mellonville Ave., Suite 101
Sanford, FL 32773

Patrick J. O'Shea
President

Tel: (407) 323-3100
Fax: (407) 323-4347

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee FL 32314

August 1, 1996


Gentlemen:

Enclosed is a Certificate of Amendment to the Articles of Organization of TMS Southeast L.C. which 1) changes the registered name of the Company to Jet America Charters, L.C. and 2) changes the principal office and the registered agent and registered office to the person and address indicated.

Enclosed is our check with the filing fee of \$52.50.

We would appreciate your faxing us a copy of your letter of, as well as mailing, if that is not too much trouble.

Sincerely,


Patrick J. O'Shea
Manager (President & CEO)

APPROVED
AND
FILED
96 AUG -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VS AUG 13 1996

Amend & N/c

CERTIFICATE OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF

TMS SOUTHEAST, L.C.

(Present Name)
(A Florida Limited Liability Company)

APPROVED
AND
FILED
96 AUG -5 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The date of filing of the articles of organization was July 5, 1995


SECOND: The following amendment(s) to the articles of organization was/were adopted by the limited liability company:

RESOLVED, that the name of the Company be changed from TMS Southeast, L.C. to Jet America Charters, L.C.

RESOLVED, that the mailing and street address of the principal office of the Company, and the registered agent be changed to:

Patrick J. O'Shea
Jet America Charters, L.C.
2735 S. Mellonville Ave, Suite 101
Sanford, FL 32773

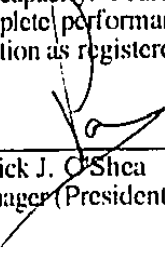
Dated: August 1, 1996.



Patrick J. O'Shea, Manager (President & CEO)

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of section 608.415, Florida Statutes, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Patrick J. O'Shea
Manager (President & CEO)

August 1, 1996

L95000000519

Jet America
2735 S. Mellonville Ave., Suite 101
Orlando (Sanford) Airport
Sanford, FL 32773

Donald Baker
General Counsel

Tel (407) 323-3100
Fax (407) 323-4347

Department of State
Divisions of Corporations
P.O. Box 6327
Tallahassee, FL 32314

8/23/96

Subject: Jet America Charter L.C.,

Enclosed is the original and one copy of:

- 1) Amended and Restated Articles of Organization of the above-captioned Florida Limited Liability Company.
- 2) Affidavit of Membership and Contributions.

Please send a Certificate of Status. Enclosed is our check for \$311.25 for the following filing fees:

- a) \$52.50 Amended and Restated Articles.
- b) \$250.00 Affidavit of Membership and Contributions.
- c) \$8.75 Certificate of Status.

Please acknowledge the filing and send the Certificate of Status.

Sincerely,

Donald Baker *Cary Stacey* GAVE
AUTHORIZATION BY PHONE TO

Donald Baker

CORRECT *ADD NAME OF SPN*
DATE *9-6*
DOC. *9-6*

FILED
96 AUG 28 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600001934786
-03/28/96--01087--001
****311.25 ****311.25

AM + Rest
9-6

AMENDED AND RESTATED
ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Jet America Charters L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

2735 S. Mellonville Ave., Suite 101
Sanford, FL 32773

ARTICLE III - Duration:

Twenty Years

ARTICLE IV - Management:

☐ The Limited Liability Company is to be managed by a manager and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Patrick J. O'Shea	President and Chief Executive Officer	2735 S. Mellonville Suite 101 Orlando(Sanford)Airport Sanford FL. 32773
Lendon C. Tootle	Chief Operating Officer	2735 S. Mellonville Suite 101 Orlando(Sanford)Airport Sanford, FL. 32773
Gary D. Stacy	Vice-President Chief Financial Officer and Treasurer	2735 S. Mellonville Suite 101 Orlando(Sanford)Airport Sanford, FL. 32773
Donald Baker	Vice-President-Secretary and General Counsel	2735 S. Mellonville Suite 101 Orlando(Sanford)Airport Sanford, FL. 32773
Judith L O'Shea	Assistant Treasurer and Assistant Secretary	2735 S. Mellonville Suite 101 Orlando(Sanford)Airport Sanford FL. 32773

A Board of Directors consisting of the Managers and certain non-manager members has general authority to manage the business and affairs of the Company.

FILED
05 AUG 28 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

Members holding a majority of total Percentage Interests in the Company must approve the admission of new Members at such prices and on such terms as may be set by the Board of Directors. Transfers of Membership Interests are restricted by the terms of Article XII of the Company's Regulations.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

Members holding a majority of the total Percentage Interests of the Company shall have the right to continue the business of the Company upon the death, bankruptcy or dissolution of a Member within 90 days following such death, bankruptcy or dissolution.

NOTE: If no provision are to be made in Article V and VI remove this page before submitting with the Department of State.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Jet America Charters, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$401,600
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ -0-
A description of the property is attached and made a part hereto.
- 4) the amount of cash property and services anticipated to be contributed by members is \$999,200
This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member
Patrick O'Shea

In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

FILED
96 AUG 28 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA