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AIR SERVICE INTERNATIONAL, INC.**

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AIR SERV INTERNATIONAL, INC.**

a Florida Nonprofit Corporation

The undersigned, the President of Air Serv International, Inc., a Florida nonprofit corporation, for the purpose of amending and restating its Articles of Incorporation, does hereby make and execute these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation supersede the Articles of Incorporation and all amendments thereto.

The Amended and Restated Articles of Incorporation are hereby amended and restated to read in their entirety as set forth below:

**ARTICLE I
NAME**

The name of the corporation ("Corporation") is Air Serv International, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 410 Rosedale Court, Suite 190, Warrenton, Virginia 20186, and the mailing address is the same.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301, and the initial registered agent of the Corporation at that address shall be Capitol Corporate Services, Inc. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE IV
MEMBERS**

The Corporation will have members as provided in the bylaws.

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ARTICLE V

PURPOSES

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3), 170(e)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code").

The Corporation's activities shall be in furtherance of the purposes set forth in Section 509(a)(3)(A) of the Code; that is, the Corporation is organized and at all times shall be operated exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of Air Serv Global, Inc. (hereinafter the "Publicly Supported Organization"), so long as the Publicly Supported Organization is exempt from federal income taxation under Section 501(a) of the Code and is described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code. Notwithstanding the foregoing, the Corporation may substitute an organization that is described in Section 501(c)(3), and Section 509(a)(1) or 509(a)(2), of the Code for the Publicly Supported Organization, as long as each such organization for which such substitution is made has the same purpose or purposes as the Publicly Supported Organization where the Publicly Supported Organization has substantially abandoned operations or dissolved.

The Corporation's purposes shall include, but not be limited to, providing air transportation, communication and other services worldwide for voluntary organizations, government, and U.N. agencies involved in disaster relief and rural development programs; assistance to be focused on agencies involved in agricultural production, food distribution, health care, population, small business development, and education, especially in Africa, Asia and Latin America. The Corporation shall not engage in activities which are not in furtherance of the Corporation's purposes as described in this Article, and is not empowered to operate to support or benefit any organization or organizations other than the Publicly Supported Organization(s) named by the Board of Directors pursuant to the provisions of the Articles of Incorporation of the Corporation.

To enable the Corporation to carry out such purposes, it shall have the power to do any and all lawful acts and to engage in any and all lawful activities, directly or indirectly, alone or in conjunction with others, not without the scope of this paragraph, which may be necessary, proper or suitable for the attainment of any of the purposes for which the Corporation is organized.

The Corporation may pay over its income and principal to the Publicly Supported Organization or use its income and principal to carry on activities or programs which support or benefit the Publicly Supported Organization; may engage in fundraising activities for the Publicly Supported Organization or for its supporting programs; and, subject to the limitations set forth above, may receive and maintain a fund or funds of real or personal property or both, and subject to the restrictions and limitations hereinafter set forth, use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the stated charitable purposes of the Publicly Supported Organization. The purposes set forth in the Articles of Incorporation or governing instruments of the Publicly Supported Organization from time to time are incorporated herein by reference as additional purposes of the Corporation, provided that nothing in these Articles of Incorporation or other governing instruments of the Corporation shall be construed as granting the Corporation powers or purposes broader than the powers and

purposes of the Publicly Supported Organization from time to time specified or which would disqualify the Corporation as a supporting organization under Section 509(a)(3) of the Code.

The Corporation shall be operated, supervised or controlled by (within the meaning of Section 509(a)(3)(B) of the Code) the Publicly Supported Organization, and will not be controlled, directly or indirectly, by one or more other individuals or disqualified persons other than the Publicly Supported Organization and the Corporation managers, all within the meaning of Sections 509(a)(3) and 4946 (as to definition of disqualified persons) of the Code.

The Publicly Supported Organization shall have a substantial degree of direction over the conduct, policies, programs and activities of the Corporation; the relationship shall be comparable to that of a parent and subsidiary when the subsidiary is under the direction of and accountable or responsible to the parent organization; and all of the directors of the Corporation shall be appointed or elected by the governing body, members of the governing body, or officers acting in their official capacity of the Publicly Supported Organization. No organization other than the Publicly Supported Organization shall have the right to appoint or vote for directors of the Corporation.

ARTICLE VI **PROHIBITED TRANSACTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office, within the meaning of Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code by reason of description in Section 501(c)(3) of the Code, (2) by a corporation operating as a supporting organization within the meaning of Section 509(a)(3) of the Code, or (3) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII **BOARD OF DIRECTORS**

The Board of Directors of the Corporation currently consists of seven (7) directors. The number and manner of election of directors of the Corporation shall be specified, from time to time, by the Bylaws without amendment of these Articles of Incorporation; provided, however, that the number of directors shall never be less than three (3).

ARTICLE VIII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Publicly Supported Organization, as long as the Publicly Supported Organization qualifies under Article V hereof. Otherwise, all the assets of the Corporation shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations by reason of description in Section 501(c)(3) of the Code and as a public charity or charities under either 509(a)(1) or 509(a)(2) of the Code. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX
NO PERSONAL LIABILITY FOR CORPORATE DEBTS

The directors of the Corporation shall not be individually or personally liable for the debts, liabilities, or obligations of the Corporation.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify and protect any director, officer, employee, or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the laws of the State of Florida,

[Signature Page Follows]

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.

Capitol Corporate Services, Inc.

Krista Ali

December 27th, 2016

Krista Ali, Assistant Secretary

IN WITNESS WHEREOF, the undersigned does hereby make and file these Amended and Restated Articles of Incorporation declaring and codifying that the facts stated herein are true, that the amendments were unanimously adopted by the Corporation's board of directors at a meeting on December 22, 2016, that the amendments required the approval of the Corporation's members, and that the amendments were unanimously adopted by the members of the Corporation entitled to vote on the amendments at a meeting on December 22, 2016 which was sufficient for approval, and hereby subscribe thereto and herewith set their hand and seal this 22nd day of December, 2016.



David R. Carlstrom, President