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**FLORIDA NON-PROFIT CORPORATION**

**Miami Air Services Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
MIAMI AIR SERVICES ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT  
IN COMPLIANCE WITH CHAPTER 617, F.S.)**

In compliance with the requirements of the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. **Name of Corporation.** The name of the corporation is MIAMI AIR SERVICES ASSOCIATION, INC. ("Corporation").
2. **Corporate Nature.** The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.
3. **Principal Office.** The principal office of the Corporation is 6450 N.W. 22 Street, Building 710, Miami, Florida 33132.
4. **Registered Office – Registered Agent.** The street address of the Registered Office of the Corporation is 200 South Biscayne Boulevard, Suite 3400, Miami, Florida 33137. The name of the Registered Agent of the Corporation is:

MIGUEL DIAZ DE LA PORTILLA

5. **Purpose of the Corporation.**

(a) The Corporation is incorporated for the purpose of promoting the common business interests of its members, but not to engage in a regular business of a kind ordinarily carried on for profit nor to perform particular services for its members, all within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States Internal Revenue Law (the "Code").

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 corporate purposes.

(c) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization of the type described in Section 501(c)(6) of the Code.

(d) In furtherance of the purposes set forth above, the Corporation shall have all of the powers created by law, so long as they are consistent with the requirements of Section 501(c)(6) of the Code, including but not limited to the power to accept gifts, grants, devises,

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bequests of funds, or any other property from any public or governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

6. **Board of Directors.** The affairs of the Corporation shall be managed by a Board of Directors with not less than three (3) members. The initial number of directors shall be five (5). Board members shall be appointed and/or elected as stated in the By-Laws of the Corporation. The election of Directors shall be held at the annual meeting. Directors shall be elected to a term expiring on the date of the next annual meeting. The name and addresses of the members of the first Board of Directors who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Rafael Fernandez de MESA	5815 N.W. 18 Street Building 716J Miami, Florida 33126
Pablo Mazzuferi	6450 N.W. 22 Street Building 710 Miami, Florida 33122
Jared Azcuy	One Datan Center, Suite 1001 9100 Dadeland Boulevard Miami, Florida 33156
Robert Booth	1601 N.W. 70 Avenue Miami, Florida 33126
Terrence Went	9737 N.W. 41 Street, #258 Miami, Florida 33178

7. **Incorporator.** The name and address of the Incorporator of this corporation is:

Miguel Diaz De La Portilla.  
Duane Morris LLP  
200 S. Biscayne Boulevard, Suite 3400  
Miami, Florida 33131

8. **Indemnification of Officers and Directors.** The Corporation shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Corporation, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or

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proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Corporation, has executed these Articles of Incorporation as of this 25<sup>th</sup> day of February, 2005.

  
MIGUEL DIAZ DE LA PORTILLA,  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 25<sup>th</sup> day of February, 2005.

  
MIGUEL DIAZ DE LA PORTILLA

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