

N08000009717

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
JBrown 5-20-11



ROBERT B. BENNETT
WARREN K. SPONSER *
GWEN G. JACOBS
DAVID W. ADAMS +

* ALSO ADMITTED IN GEORGIA
+ BOARD CERTIFIED IN LABOR
AND EMPLOYMENT LAW

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TAMPA
ATLANTA
LAKELAND
FORT MYERS

May 9, 2011

Division of Corporations
Department of State
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: Phenom Jet Association, Inc.
Document No. N08000009717
SBJA File No.: 2011-08438

Ladies and Gentlemen:

Enclosed please find the following documents:

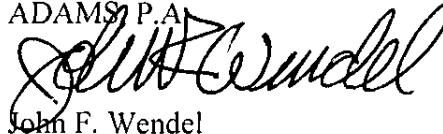
1. Original Amended and Restated Articles of Incorporation of Phenom Jet Association, Inc., and
2. A check in the amount of \$35.00 payable to "Division of Corporations" for filing fee.

Please do the following:

1. File the original Amended and Restated Articles of Incorporation, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
SPONSER, BENNETT, JACOBS &
ADAMS, P.A.



John F. Wendel

JFW:jad/AC1019E92E31D908

eEnclosures

cc: Mark Twombly (w/enclosures)

REPLY TO: LAKELAND

TAMPA POST OFFICE BOX 3300 • TAMPA, FLORIDA 33601 • PHONE: 813 272 1400 • FAX: 866.844 4703
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WWW.SPONSERBENNETT.COM

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PHENOM JET ASSOCIATION, INC.**

FILED
2011 MAY 12 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PHENOM JET ASSOCIATION, INC., a Florida corporation not for profit, pursuant to Section 617.1007(3), *Florida Statutes*, certifies that its Articles of Incorporation have been amended and restated in their entirety to read as follows:

**ARTICLE I.
NAME**

The name of the corporation is **PHENOM JET ASSOCIATION, INC.** The Florida Department of State Document Number is N08000009717.

**ARTICLE II.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 1615 Serenity Lane, Sanibel, Florida 33957.

**ARTICLE III.
PURPOSES**

The corporation is organized and shall operate for the pleasure, recreation, and other similar nonprofitable purposes of its members, and substantially all of the activities of which shall be for these purposes which are purposes permitted by Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding sections or provisions of any prior or future Internal Revenue Code. In a manner consistent with the foregoing, the purposes of the corporation shall include:

- a. The promotion of the common benefit, objectives, pleasure, recreation, and other nonprofitable activities and interests of the members of the corporation;
- b. The promotion of personal contacts, significant commingling, regular meetings, and face-to-face fellowship between and among the members of the corporation;
- c. The encouragement of members to share interests and to have a common goal directed toward pleasure, recreation, and other nonprofitable purposes such that fellowship is a material part in the life of the corporation;

- d. The encouragement and promotion of the exchange of information between and among the members of the corporation as the same relates to all aspects of Phenom Jet Aircraft acquisition, maintenance, operation, ownership, repair, and safety;
- e. The facilitating of periodic Phenom Jet Aircraft Fly-Ins for social exchanges between and among the members of the corporation;
- f. The encouragement of an interest in matters involving, pertaining to, and regarding aerodynamic and aviation education, history, safety, and tradition and the operation, maintenance, navigation, ownership, and preservation of Phenom Jet Aircraft for the benefit, education, pleasure, recreation, and safety of the members of the corporation;
- g. The acquisition by lease or purchase of suitable facilities for use by the members of the corporation;
- h. The encouragement and promotion of careful, disciplined, responsible, safe, and skillful operation of Phenom Jet Aircraft by the members of the corporation;
- i. The operation of the corporation for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

ARTICLE IV. **MEMBERS**

The method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications, limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy or provision whatsoever in the Articles of Incorporation, the Bylaws, or any other governing instrument providing for any form of discrimination against any person based on race, color, or religion.

ARTICLE V. **BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation

and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VI. **OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

ARTICLE VII. **LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

- a. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;
- b. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code; and
- c. In the event of the dissolution of the corporation, the residual assets of the corporation may be turned over to one or more organizations which themselves are exempt as

organizations described in Section 501(c)(3) or Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively, or to the members of the corporation.

ARTICLE VIII.
INDEMNITY OF DIRECTORS AND OFFICERS

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

ARTICLE IX.
BYLAWS

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

ARTICLE X.
AMENDMENTS TO ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

CERTIFICATION OF CORPORATION

The corporation does further certify that:

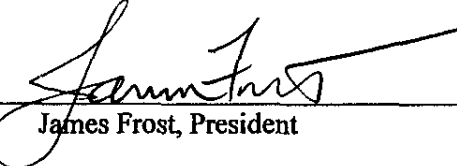
1. These Amended and Restated Articles of Incorporation do not contain any amendment to the Articles of Incorporation requiring member approval; and

(THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY.)

2. The board of directors of the corporation approved, authorized, and adopted these Amended and Restated Articles of Incorporation on March 24, 2011.

DATED this 24 day of March, 2011.

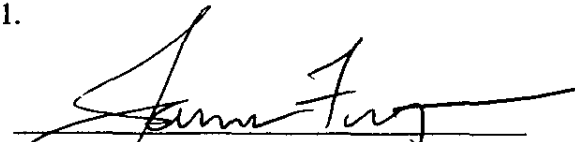
PHENOM JET ASSOCIATION, INC.

BY: 
James Frost, President

CERTIFICATE OF ADOPTION

I, James Frost, the duly elected and qualified President of **PHENOM JET ASSOCIATION, INC.**, a Florida corporation not for profit, do hereby certify that the above and foregoing Amended and Restated Articles of Incorporation of **PHENOM JET ASSOCIATION, INC.**, were approved, authorized, and adopted by the board of directors of **PHENOM JET ASSOCIATION, INC.**, a Florida corporation not for profit, pursuant to Section 617.0901(2), *Florida Statutes*, on March 24, 2011, at a meeting of the board of directors of the corporation, by a two-thirds (2/3rds) vote of the directors then in office, and that there are no members of the corporation entitled to vote on proposed amendments to the Articles of Incorporation of the corporation and, therefore, the Amended and Restated Articles of Incorporation of **PHENOM JET ASSOCIATION, INC.**, contain no amendments to the Articles of Incorporation requiring member approval.

DATED this 24th day of March, 2011.


James Frost as President of **PHENOM JET ASSOCIATION, INC.**, a Florida corporation not for profit