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**CITATION JET PILOTS, INC.**

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ARNOLD, MATHENY &  
FAGAN, P.A.

# Fax

To:	Secretary of State, Division of Corporations	From:	Cecie Catron
Fax:	(850) 617-6380	Pages:	7
Phone:		Date:	Thursday, December 04, 2008
Re:	Re-fax of Articles of Amendment to Articles of Incorporation of Citation Jet Pilots, Inc.		
CC:			

☒ Urgent    ☐ For Review    ☐ Please Comment    ☐ Please Reply    ☐ Please Recycle

Dear Clerk,

Following, please find the re-fax of the Articles of Amendment to Articles of Incorporation of Citation Jet Pilots, Inc., which were originally faxed on Tuesday, December 2, 2008. Please deliver the Articles of Amendment as of December 2.

Please fax confirmation of filing and a Certificate of Status to us as soon as possible.

Kind regards,

*Cecie Catron*

Cecie Catron  
Legal Assistant  
Arnold, Matheny & Eagan, PA

*Thank you!*

THE INFORMATION CONTAINED IN THIS TRANSMISSION IS ATTORNEY PRIVILEGED AND CONFIDENTIAL. IT IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL NAMED ABOVE. IF THE READER OF THIS MESSAGE IS NOT THE INTENDED ADDRESSEE, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR USE OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE BEEN NOTIFIED BY THIS COMMUNICATION IN ERROR, PLEASE IMMEDIATELY NOTIFY US BY TELEPHONE OR RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA REGISTERED MAIL. THANK YOU.

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**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF**

**CITATION JET PILOTS, INC.**

**DOCUMENT NUMBER N08000010849**

**FILED**  
**2008 DEC - 2 AM 9:32**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLES OF INCORPORATION ORIGINALLY FILED ON  
December 1, 2008**

**These Articles of Amendment are made to amend the Articles of Incorporation and  
thereby state Article(s) I through XIV, as provided below.**

Pursuant to Section 617.1006, Florida Statutes, this Corporation hereby adopts the  
following Articles of Amendment to its Articles of Incorporation:

**ARTICLE I**

The name of this Corporation is:

**CITATION JET PILOTS, INC.**

The address of its principal office and its mailing address is:

**30 E. Calle de Felicidad  
Tucson, Arizona 85716-4914**

**ARTICLE II**

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes.

The purposes for which the Corporation is organized are exclusively to promote and represent the interests of Members who are owners and pilots of all series of Citation jet powered aircraft (the "Aircraft"); to further the art and science of flying the Aircraft by pilots who are Members; and to promote the safe, pleasurable, proper and cost effective use, pilotage, operation and maintenance of the Aircraft by the Members, all in a manner consistent with requirements of Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto) and as may be further provided in the By-Laws of the Corporation.

The Corporation is organized exclusively for promotion of the purposes set forth above and charitable and educational purposes or activities which further support such purposes. The

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Corporation may receive and administer funds for such purposes, consistent with the provisions of Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its Directors or Officers except as permitted under the Not-for-Profit Corporation Act.

### ARTICLE III

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

### ARTICLE IV

The membership of the Corporation shall be composed of the following categories of Members (the "Members") as more fully provided in the By-Laws of the Corporation: (a) Members who are owners or pilots of the Aircraft, (b) Members who are distributors of the Aircraft, (c) Members who are suppliers of parts for and/or services to the Aircraft and/or owners or pilots of the Aircraft, and (d) such other categories or membership as established by the Board of Directors from time to time. Only Members who are categorized as owners or pilots of the Aircraft shall have voting rights. The initial Board of Directors shall constitute the initial membership of this Corporation and each Director shall remain a member of the Board of Directors as long as he or she holds office.

### ARTICLE V

This Corporation is to exist perpetually.

### ARTICLE VI

The name and address of the subscribing incorporator to these Articles is as follows:

Arthur R. Louv  
c/o Arnold, Matheny & Eagan, P.A.  
605 East Robinson St., Suite 730  
Orlando, Florida 32801-2007

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ARTICLE VII

The Officers of the Corporation shall be designated in the By-Laws and they shall be elected or appointed, and removed in accordance with the By-Laws. All such Officers shall serve, perform and undertake their duties and obligations under the supervision and/or direction of the Board of Directors as provided in the By-Laws or as required by law.

ARTICLE VIII

Section 1. The number of Directors constituting the initial Board of Directors of the Corporation is five (5) and the names and addresses of the persons who are to serve as initial Directors until their successors are elected by the Members in accordance with the By-Laws are:

John Bradford Hayes	30 E. Calle de Felicidad, Tucson AZ 85716
Tracy Scott Forrest	221 Circle Drive, Maitland FL 32751
David Scott Fetter	370 17 <sup>th</sup> St., Suite 3400, Denver CO 80202
Isaac Ronald Morgan	PO Box 9696, Rancho Santa Fe CA 92067
Stuart L. Fred	8980 Lakes at 610 Drive, Ste 200, Houston TX 77054

Section 2. The number of Directors which constitutes the Board of Directors may be increased or decreased as provided in the By-Laws of the Corporation; provided however, in no event shall the number of Directors be less than three (3) nor more than a maximum number established in as provided in the By-Laws.

ARTICLE IX

Section 1. A majority of the Directors of the Corporation identified herein shall adopt By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary.

Section 2. The By-Laws, once adopted, may be amended, altered or repealed and/or adopted by the Directors as provided in the By-Laws so adopted from time to time by the Directors of the Corporation.

ARTICLE X

The Articles of Incorporation may be amended by a majority of the total number of Directors, then serving as provided in Article XIII, Section 2, who are present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the By-laws or in any manner consistent with the laws of the State of Florida.

ARTICLE XI

All Officers and Directors shall be indemnified by the Corporation for and against all expenses and liabilities, including counsel fees and counsel fees in appellate proceedings, reasonably incurred in

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connection with any proceeding or settlement thereof in which they become involved by reason of holding such office. In no event, however, shall any Officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceedings, his own knowing violation of provisions of law. The Corporation shall purchase and maintain insurance on behalf of all Officers and Directors against or incurred by them in their capacity as Officers or Directors or arising out of their status as such.

#### ARTICLE XII

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively as provided for under the provisions of Chapter 617 of the Florida Statutes and as provided for under Section 501 of the Internal Revenue Code of 1986, as amended.

Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the Corporation as an exempt organization under Section 501 (c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

#### ARTICLE XIII

Section 1. No part of the net earnings of the Corporation shall inure to the benefit 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 purposes set forth in Article II hereof.

Section 2. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

#### ARTICLE XIV

The name and address of the initial registered agent and the registered office of the Corporation are:

Registered Agent: **AM&E Services LLC**

Registered Office: **605 E. Robinson St., Suite 730  
Orlando, Florida 32801-2007**

The undersigned, for purpose of amending the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-Laws of the Corporation,

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does, by executing this document, consent to and make, file and record these Articles of Amendment to the Articles of Incorporation, and certify that the facts herein stated are true; and I have, accordingly, hereunto set my hand and seal on and as of the date set forth below.

Dated: December 2, 2008.



Arthur R. Louv, Incorporator

**ADOPTION  
OF  
AMENDMENTS**

There are no members or members entitled to vote on the amendments. The amendments reflect the correct form of the Articles of Incorporation which were approved and adopted by the persons named herein as the board of directors on December 1, 2008 for filing with the Florida Department of State.

Dated: December 2, 2008



Arthur R. Louv, Incorporator