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Division of Corporations

From: Patricia Tadlock

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FLORIDA PROFIT/NON PROFIT CORPORATION

AVANTCAIR, INC.

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**ARTICLES OF INCORPORATION
OF
AVANTCAIR, INC.**

Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act (the "Act"), as follows:

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ARTICLE I
NAME AND ADDRESS

The name of the corporation (hereinafter called "Corporation") is Avantcair, Inc., and its initial principal office is located at 4311 General Howard Drive, Clearwater, Florida, 33762.

ARTICLE II
DURATION

The term of the Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

ARTICLE III
PURPOSE AND POWERS

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including the making of distributions to organizations exempt at the time under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). The specific purposes for which the Corporation is formed are as follows:

- (a) to provide charitable emergency assistance and disaster relief to employees and the dependents of employees of Avantair, Inc.;
- (b) to solicit, receive, invest, administer and distribute property and funds for the above purposes, and for no other purpose; and
- (c) to do such acts and carry on such business as may be permitted by nonprofit corporations under the Act and other laws of the State of Florida and the United States in order to accomplish the above purposes, provided, however, that such activities are consistent with Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

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ARTICLE IV
MEMBERSHIP

The Corporation shall not have any members.

ARTICLE V
REGISTERED AGENT

The initial registered office is located at 4311 General Howard Drive, Clearwater, Florida 33762 and Thomas Palmiero of such address is the initial registered agent.

ARTICLE VI
LIMITATIONS

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 III. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

ARTICLE VIII
DIRECTORS

The number of Directors of the Corporation shall be set forth in the Bylaws of the Corporation. Except as may otherwise be provided in these Articles of Incorporation, the

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requirements for membership on the Corporation's Board of Directors and the manner of election or appointment of the Directors of the Corporation shall be prescribed by the Bylaws of the Corporation.

ARTICLE IX
INCORPORATOR

The name and address, including street and number of the incorporator is as follows:

Robert C. Louthian, III
McDermott Will & Emery
600 13th Street, NW
Washington, DC 20005

IN WITNESS WHEREOF, the incorporators of this Corporation, have executed these Articles of Incorporation on this 30th day of March, 2009.


Robert C. Louthian, III, Incorporator

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Avantcair, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Thomas Palmiero

By: 

Name: Thomas Palmiero, Secretary

Dated: March 30, 2009

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