

POD00000008320

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DIVISION OF CORPORATIONS
13 JUL 25 PM 1:49

Amend/cc
@ 7.26.13

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Smathers Aviation, Inc.

DOCUMENT NUMBER: P00000008320

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Nicholas R. Medley

Name of Contact Person

Quinnell Elder Law Firm

Firm/ Company

101 E. Government St.

Address

Pensacola, FL 32502

City/ State and Zip Code

nmedley@qlawflorida.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Nicholas R. Medley

Name of Contact Person

at (850) 432-4386

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Smathers Aviation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P00000008320

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent Steven E. Quinnell

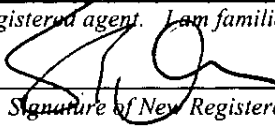
Quinnell Elder Law Firm, 101 E. Government St.

(Florida street address)

New Registered Office Address: Pensacola, Florida 32502
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.


Signature of New Registered Agent, if changing

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SECRETARY OF STATE
13 JUL 25 PM 1:49

(Attach additional sheets, if necessary)

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Example:

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: 6/24/13

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated July 18 2013

Signature Jean Eisele

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Jean Eisele

(Typed or printed name of person signing)

Vice President, Secretary & Treasurer

(Title of person signing)

**ACTION BY WRITTEN CONSENT OF THE SHAREHOLDERS AND THE BOARD OF
DIRECTORS OF SMATHERS AVIATION, INC.**

The undersigned, being all of the members of the shareholders and Board of Directors of SMATHERS AVIATION, INC., a corporation organized and existing under the laws of the State of Florida, do hereby take the following action by unanimous written consent, pursuant to the provisions of Sections 607.0821 and 607.0704, Florida Statutes:

WHEREAS, the 100% shareholder, President and sole member of the Board of Directors, William T. Smathers, is deceased and his wife Jean H. Pratt has been named the Personal Representative of his Estate, it is

RESOLVED, that Jean H. Pratt, as Personal Representative of the Estate of William T. Smathers and sole shareholder of Smathers Aviation, Inc., names the following people as members of the Board of Directors of Smathers Aviation, Inc.:

Jean H. Pratt

FUTHER RESOLVED, that Jean H. Pratt, as sole member of the Board of Directors for Smathers Aviation, Inc., names the following officers of Smathers Aviation, Inc.:

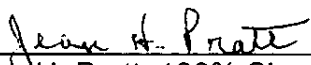
President: Jean H. Pratt

Vice President: Jean Eisele

Secretary/Treasurer: Jean Eisele

FURTHER RESOLVED, that Jean H. Pratt, as President and Jean Eisele as Secretary/Treasurer of Smathers Aviation, Inc., are authorized to execute any and all documents and transactions as may be necessary in order to manage or sell any assets of Smathers Aviation, Inc., including the helicopter currently owned by Smathers Aviation, Inc.

SIGNED on 6/24, 2013.



Jean H. Pratt, 100% Shareholder as
Personal Representative of the Estate of
William T. Smathers, also Director and
President of Smathers Aviation, Inc.