

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P0000000 94296

Clearwater Aircraft  
Maintenance and Services  
Inc

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-10/06/00--01001--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

SECRET  
TALLAHASSEE, FLORIDA

00 OCT -5 PM 4:00

APPROVED  
AND  
FILED

JP  
10/5

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up



OR

## ARTICLES OF INCORPORATION

of

### CLEARWATER AIRCRAFT MAINTENANCE AND SERVICES, INC.

We, MATTHEW H. MALOUF and CLARENCE E. EMSHOFF, the undersigned, do hereby associate themselves for the purpose of forming and becoming a corporation for profit, under the laws of the State of Florida, and do hereby certify that they have become such corporation under and pursuant to the following Articles of Incorporation.

#### ARTICLE I - NAME

The name of this corporation is:

**Clearwater Aircraft Maintenance and Service, Inc.**  
of 328 Disston Avenue North, Tarpon Springs, Florida 34689  
with facilities at St. Petersburg-Clearwater Airport in Pinellas County, Florida

00 OCT -5 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

#### ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is as follows:

1. To engage in the business of maintenance of aircraft, both fixed wing and rotor, in accordance with FAA Regulations as is common with aircraft maintenance facilities in industry and commerce, throughout the world. To buy, lease, sell, repair, renovate, overhaul, maintain and refurbish aircraft to place into service. To act as a repair station as the case may be.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, rent or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds,



debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

6. To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishings, improvement, development or management of any property, real or personal, at any time owned, held, or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by this corporation.

7. To buy and sell all kinds of property, both real and personal, to borrow money, issue promissory notes and other evidence of indebtedness. To own, buy, mortgage, sell or otherwise dispose of and to deal in with property of all kinds, as well as capital stock and shares of this corporation and that of other corporations, and to vote any share of such other corporations as may be owned by it, the same as a natural person might do, and to enter into such agreements, contracts, and stipulations and to make such arrangements as may be or seem necessary to carry out the same and to attain the objects and purposes



herein expressed and intended; and to contract any further and other business necessarily connected with the purpose of this corporation, or calculated to facilitate the same.

8. To become a member of and enter into any partnership or agreement for sharing profits with any person, firm or corporation.

9. To carry on any or all of its operations and businesses, and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

10. To do any and all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, otherwise alone or in company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as herein above set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article in this certificate, but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers. Upon incorporation, compliance will be made to Internal Revenue Code of 1954, Sec. 1244, and compliance with the sub-chapter S Section of the U. S. IRS Code as amended.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:



75,000 Shares at a par value of 10 cents per share,

50,000 Shares shall issue, and the remaining

25,000 Shares shall remain authorized but unissued, for expansion purposes until further action by the Board of Directors and Stockholders

51% of the shares shall be owned by Matthew H. Malouf  
49% of the shares shall be owned by Clarence E. Emshoff

#### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is \$1,000.00 and \$30,000.00 in equipment and lease.

#### **ARTICLE V - TERMS OF EXISTENCE**

The term for which this corporation is to exist shall be perpetual, unless sooner dissolved pursuant to law.

#### **ARTICLE VI - ADDRESS**

The principal office of this corporation shall be and is located at 328 Disston Avenue North, Tarpon Springs, Florida 34689.

Said corporation, however, may establish branch offices in any other place or places, and may change the place of the principal office as and when it is deemed advisable by the Board of Directors.

The post office address of the principal office of this corporation is 328 Disston Avenue North, Tarpon Springs, Florida 34689.

#### **ARTICLE VII - DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by the bylaws adopted by the stockholders.



### **ARTICLE VIII - INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

MATTHEW H. MALOUF  
328 Disston Avenue North, Tarpon Springs, FL 34689

CLARENCE E. (Rich) EMSHOFF  
696 Snug Island Street, Clearwater, FL 33767

### **ARTICLE IX - SUBSCRIBERS**

The name and post office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and hold and the value of the consideration thereof are:

	<u>Shares</u>	<u>Value</u>
MATTHEW H. MALOUF 328 Disston Avenue North Tarpon Springs, FL 34689	25,500	\$2,550.00
CLARENCE E. (Rich) EMSHOFF 696 Snug Island Street Clearwater, FL 33767	24,500	\$2,450.00

### **ARTICLE X - OFFICERS**

The names of the officers who are to serve until the first election next following the filing of these Articles of Incorporation are as follows:

MATTHEW H. MALOUF	—	President
CLARENCE E. (Rich) EMSHOFF	—	Secretary-Treasurer

### **ARTICLE XI - REGISTERED AGENT**

The Registered Agent of the above corporation shall be Waldense D. Malouf, Esquire, 700 Delaware Avenue, Palm Harbor, Florida 34683.



## ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended from time to time at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting, providing notice of the proposed amendment has been given at the previous meeting.

## ARTICLE XIII - BYLAWS

The Bylaws of this corporation may be made, altered or rescinded from time to time at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting, provided notice of the proposed amendment has been given at the previous meeting.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals, this \_\_\_\_\_ day of September, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the Office of the Secretary these Articles of Incorporation, and certify that the facts herein stated are true.

Kenneth Gardner  
Witness

Matthew H. Malouf  
Matthew H. Malouf, President

Todd J. Nickerson  
Witness

Shelton J. Anthony  
Witness

Clarence E. Emshoff  
Clarence E. Emshoff, Secretary-Treasurer

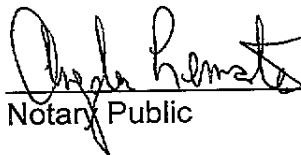
John R. Harrison  
Witness



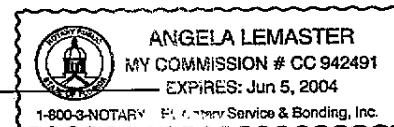
STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, personally appeared MATTHEW H. MALOUF, to me well known, or  
who produced \_\_\_\_\_ for identification, and known to me to be  
the individual described in and who executed the foregoing Articles of Incorporation, and  
acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of September, 2000.

  
Notary Public

My Commission Expires:

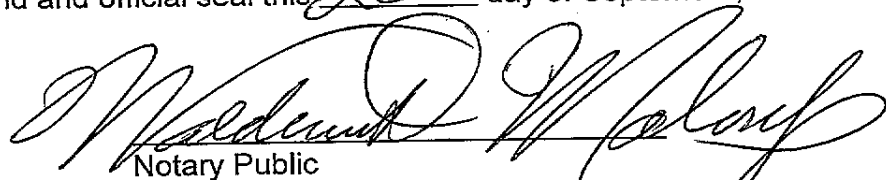


1000 N. HERCULES  
CLEARWATER, FL. 33765  
(727) 461-5229

STATE OF FLORIDA  
COUNTY OF PINELLAS

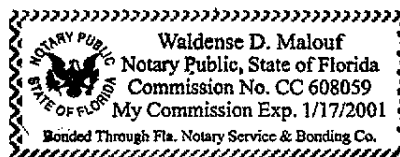
BEFORE ME, personally appeared CLARENCE. EMSHOFF, to me well known, or  
who produced personally known for identification, and known to me to be  
the individual described in and who executed the foregoing Articles of Incorporation, and  
acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 28<sup>th</sup> day of September, 2000.

  
Notary Public

My Commission Expires: Jan. 17, 2001

Waldense D. Malouf, Esq.  
700 Delaware Ave.  
Palm Harbor, FL. 34683  
(727) 784-1116





OR.

**STATE OF FLORIDA  
OFFICE  
of  
SECRETARY OF STATE**

**Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agent Upon Whom Process May be Served and Names and Address of the Officers and Directors.**

In pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First — That **CLEARWATER AIRCRAFT MAINTENANCE AND SERVICES, INC.**, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Tarpon Springs, County of Pinellas, State of Florida, has named Waldense D. Malouf, Esquire, located at 700 Delaware Avenue, Palm Harbor, County of Pinellas, State of Florida 34683, as its agent to accept service of process within this state.

<b>OFFICERS:</b>	<b>Affix Titles: Name</b>	<b>Specific Address</b>
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MATTHEW H. MALOUF  
President

328 Disston Avenue North  
Tarpon Springs, FL 34689

CLARENCE E. (Rich) EMSHOFF  
Secretary-Treasurer

696 Snug Island Street  
Clearwater, FL 33767

**DIRECTORS:**

MATTHEW H. MALOUF

328 Disston Avenue North  
Tarpon Springs, FL 34689

CLARENCE E. (Rich) EMSHOFF

696 Snug Island Street  
Clearwater, FL 33767

By: \_\_\_\_\_

**ACKNOWLEDGMENT: (Must be signed by DESIGNATED AGENT)**

Having been named to accept service of process by the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision and Act relative to keeping open said office.

By: \_\_\_\_\_

Waldense D. Malouf, Registered Agent

Waldense D. Malouf, Esq.  
700 Delaware Ave.  
Palm Harbor, FL 34683

(727) 784-1116

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 OCT -5 PM 4: 00

APPROVED  
AND  
FILED