

# P010000023855



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 068580 86467A

AUTHORIZATION :

*Patricia Price*

COST LIMIT : \$ 78.75

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

2001 MAR -7 PM 2:31

FILED

ORDER DATE : March 7, 2001

ORDER TIME : 10:54 AM

ORDER NO. : 068580-005

CUSTOMER NO: 86467A

100003810201--7

CUSTOMER: Dale L. Price, Esq.  
Price Price Prouty & Whitaker,  
Chartered  
2400 Manatee Avenue West

Bradenton, FL 34205

DOMESTIC FILING

NAME: FANFARE AIRWAYS CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carrie Vaught - EXT. 1134

EXAMINER'S INITIALS:

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAR -7 AM 11:30  
NOT INTENDED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

ARTICLES OF INCORPORATION  
OF  
FanFare Airways Corp.

FILED  
2001 MAR -7 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, GARY R. LAYTON, desires to become a body corporate and, as incorporator, does hereby makes and files these Articles of Incorporation for a proposed corporation in pursuance of the laws of the State of Florida, and to that end, hereby declares and affirms:

ARTICLE I:

The name and address of this corporation shall be FanFare Airways Corp., 4115 Royal Palm Drive, Bradenton, FL 34210.

ARTICLE II:

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to the rendering of services customarily involved in the operation of an airline; to purchase, take, acquire, lease, hold, own, maintain, manage, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing houses, warehouses or works thereon and appurtenant or convenient thereto;

To acquire by purchase, subscription or otherwise, and to hold as investment or otherwise, any bonds or other securities as evidence of indebtedness, or any shares of

capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder or pledgee of such stock or security to exercise all rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation.

To acquire or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged in any business similar to these purposes, and to take up any business, similar to or incidental to the business in which this corporation is engaged, as a going concern or otherwise; (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise, to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise

---

all the powers necessary or convenient in and about the management of such business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To act as agent or representative for corporations, associations, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefor, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed of trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make By-Laws and regulations not inconsistent with the constitution or laws of the United States, or of this State, or of the Articles of Incorporation of the corporation; to have one or more offices, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purposes of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all

such incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

To transact any or all lawful business.

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and the statements contained in each clause, shall, except where otherwise expressly stated, be in no way limited or restricted by reference to or inference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporations.

Anything to the contrary herein, hereinabove, or hereinafter, any provisions in these Articles of Incorporation that would disallow the corporation from electing S corporation status under the relevant section(s) of the Internal Revenue Code shall, if such election is sought by the shareholders and corporation, be deemed null and void.

#### ARTICLE III:

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 75 persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust defined in Section 1361(c)(2) (or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

#### ARTICLE IV:

The maximum numbers of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with no par value. The consideration to be paid for each share shall be fixed by the Board of Directors.

ARTICLE V:

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI:

The corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE VII:

The initial Registered Agent of this corporation is GARY R. LAYTON, 4115 Royal Palm Dr., Bradenton, FL 34210, and the initial registered office shall be that of the Registered Agent above nominated. The Board of Directors may from time to time change the Registered Agent and registered office of the corporation.

ARTICLE VIII:

The business of this corporation shall be conducted by the following officers: a President and Secretary/Treasurer. The Board of Directors shall consist of not less than one nor more than five members. Other officers may be authorized and elected as the Board of Directors may determine from time to time are needed. Officers and Directors need not be stockholders in the corporation. The number of members of the Board of Directors shall be fixed from time to time by the By-Laws of the corporation, and until so fixed shall consist of one person. Any two offices may, at the same time, be held by one and the same person unless prohibited by law. The Directors shall be elected at the annual stockholders' meeting. The officers shall be elected by the Directors following the annual meeting of stockholders of said corporation; the date of

the meeting and place thereof may be fixed or changed from time to time by By-Laws of said corporation as shall be determined by the Board of Directors at any regular meeting or at any special meeting at which all Directors are present; and the By-Laws of said corporation may be adopted and amended by said Board of Directors, provided all are present or consent thereto or previous reasonable notice has been given. Directors' meetings may be held out of the State of Florida by unanimous consent of the Directors. The name and street address of the members of the first Board of Directors are as follows:

NAME:

ADDRESS:

Gary R. Layton

4115 Royal Pal Drive  
Bradenton, Florida 34210

#### ARTICLE IX:

The names and post office addresses of the incorporators and amounts of stock subscribed for by them are as follows:

Gary R. Layton,

5,100 shares

4115 Royal Pal Drive

Bradenton, Florida 34210

#### ARTICLE X:

The original incorporator of this corporation shall have the right, after organization, to assign the subscription of stock herein to any other person or persons who may hereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators

and assume and carry out all of the right, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the original subscriber of the capital stock herein named, does certify that he is of full age and competent to contract and that the Directors named are of full age and citizens of the United States of America.


For the purpose of forming the proposed corporation above named to do business both within and without the State of Florida, and in pursuance of the general corporation law of Florida, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true and, accordingly, have hereunto set my hand and seal this 26<sup>th</sup> day of February, A.D.

  
GARY R. LAYTON

STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY that on this 26<sup>th</sup> day of February, 2001, A.D., before me, a Notary Public, personally appeared GARY R. LAYTON, who is personally known to me, and known to me to be the person described in and who subscribed his name to the above and foregoing Articles of Incorporation, and he acknowledged that he executed the same for the uses and purposes therein stated.

IN TESTIMONY WHEREOF, witness my hand and official seal in the County and State aforesaid the day and year above written.

  
Notary Public -

My Commission Expires:





FILED

2001 MAR -7 PM 2: 31

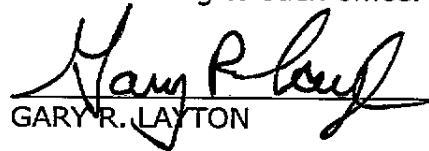
REGISTERED AGENT CERTIFICATE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In pursuance of Chapter 607, Florida Statutes, the following is submitted:

GARY R. LAYTON, the original incorporator of the proposed corporation, FanFare Airways Corp., which shall have its registered office at 4115 Royal Palm Dr., Bradenton, Florida 34210, has named GARY R. LAYTON, to serve as Registered Agent for the said corporation, such designation becoming effective as of the date of the approval of the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above-referenced corporation, at the address indicated in this Certificate, I hereby accept such designation and agree to comply with the State laws relating to such office.

  
\_\_\_\_\_  
GARY R. LAYTON