# P0200058496

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# COVER LETTER

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TO: Division of Corporations

NAME OF CORPORATION: AvioTrade, Inc.

DOCUMENT NUMBER: P02000058496

The enclosed Amended and Restated Articles of Incorporation and fee

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are submitted for filing. Please return all correspondence concerning

this matter to the following:

Deborah R. Mayo, Esg.

Name of Contact Person

South Florida Corporate Counsel

Firm/ Company

8200 NW 41st Street, Suite 200

Address

Doral, FL 33166

City/ State and Zip Code

whandal@aviotradegroup.com E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

 Deborah R. Mayo
 at (305)
 343-0597

 Name of Contact Person
 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

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□\$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) 5

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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



# AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AVIOTRADE, INC.

Pursuant to §607.1007 of the Business Corporation Act of the State of Florida, the undersigned, being the President of **AVIOTRADE**, **INC**. (hereinafter the "Corporation"), a Florida corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**FIRST**: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on May 28, 2002 under Document No. P02000058496 and subsequently amended on September 4, 2002, June 24, 2003 and December 31, 2003.

**SECOND**: These Amended and Restated Articles of Incorporation of the Corporation shall supersede the original Articles of Incorporation and all amendments to them. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

#### ARTICLE I NAME

The name of the Corporation is AvioTrade, Inc.

#### ARTICLE II DURATION

The term of existence of the Corporation is perpetual.

# ARTICLE III PURPOSE

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

#### ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is:

10850 N.W. 21st Street Suite 230/240 Miami, Florida 33172

#### ARTICLE V CAPITAL STOCK

# The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be Three Hundred (300) shares, all of which shall be designated Common Stock, \$1.00 par value. Each issued and outstanding share of Common Stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the

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shareholders.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 8200 N.W. 41<sup>st</sup> Street, Suite 200, Doral, FL 33166. The name of the Corporation's registered agent at that office is: South Florida Corporate Counsel. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with §607.0502, Florida Statutes.

### ARTICLE VII INDEMNIFICATION

The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and, solely with respect to directors and officers of the Corporation who serve as such on or after the effective date of these Amended and Restated Articles of Incorporation, such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the directors of the Corporation. The right to indemnification conferred by this Article VII shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition only upon the Corporation's receipt of an undertaking by or on behalf of the director or officer to repay such amounts if it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VII.

The Corporation may, to the extent authorized from time to time by the directors of the Corporation, provide rights to indemnification and to the advancement of expenses to other employees and agents of the Corporation similar to those conferred in this Article VII to directors and officers of the corporation.

The rights to indemnification and to the advance of expenses conferred in this Article VII shall not be exclusive of any other right which any person may have or hereafter acquire under these Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of shareholders or disinterested directors or otherwise.

Any repeal or modification of this Article VII shall not adversely affect any rights to indemnification and to the advancement of expenses as a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omission occurring prior to such repeal or modification.

#### ARTICLE VIII DIRECTOR LIABILITY

No director shall be personally liable to the Corporation or any of its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereto is not permitted under the Florida Business Corporation Act (the "Act") as the same exists or may hereafter be amended. If the Act is amended hereafter to authorize the further elimination or limitation of the liability of the directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent authorized by the Act, as so amended. Any repeal or modification of this Article VIII shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

# ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

THIRD: The foregoing amendments were adopted by all of the Shareholders and Directors of the Corporation pursuant to §607.0821 and §607.0704 of the Florida Business Corporation Act on September \_27\_, 2017. Therefore, the number of votes cast for these amendments to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this <u>28th</u> day of <u>September</u>, 2017.

William J. Handal C, Jr., President\_

# ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Dated: September 28, 2017

REGISTERED AGENT:

South Florida Corporate Counsel

By: Neborah K. Il an Deborah R. Mayo, its President