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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-10/01/02--01043--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: AIRSOUTH CHARTER, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: J. A. ROBERTSON  
Name (Printed or typed)

855 ST. JOHNS BLUFF ROAD  
Address

JACKSONVILLE, FL 32225  
City, State & Zip

904 620-0838  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 OCT - 1 AM 9:36

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NOTE: Please provide the original and one copy of the articles.

10/14

# ARTICLES OF INCORPORATION

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the Florida Business Act, and hereby adopts the following Articles of Incorporation.

## ARTICLE I NAME

The name of the corporation shall be:

AirSouth Charter, Inc.

## ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The street address of the initial registered office of the corporation shall be:

855 St. Johns Bluff Road  
Jacksonville, Florida 32225

## ARTICLE III NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

## ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

## ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial Registered Agent for the corporation is:

J.A. Robertson  
855 St. Johns Bluff Road  
Jacksonville, Florida 32225

## ARTICLE VI SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued there under. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## ARTICLE VII TERM OF EXISTENCE

This corporation shall exist perpetually.

## ARTICLE VIII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or

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officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### **ARTICLE IX SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he maybe in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### **ARTICLE XI INITIAL OFFICERS/DIRECTORS**

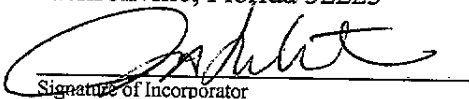
This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

J. A. Robertson	President
Robert A. Christopher	Vice-President
Heather Gaylord	Secretary

#### **ARTICLE XII INCORPORATOR**

The name and address of the incorporator is:

J.A. Robertson  
855 St. Johns Bluff Road  
Jacksonville, Florida 32225

  
Signature of Incorporator

Date

9-27-02

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Signature of Registered Agent

Date

9-27-02

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