

PO2000128281

W.D. MALOUF, ESQ.
700 DELAWARE AVE.
PALM HARBOR, FL 34683

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(City/State/Zip/Phone #)

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CLERK OF SUPERIOR COURT
JANUARY 2003

f 12/5/02

Secretary of State of Florida
Corp. Div.
The Capitol
Tallahassee, Fla.

Re: register CAMS FLIGHT, Inc.

Dear Corp. Div.

Please find enclosed the Articles of Incorporation and a copy of CAMS FLIGHT, Inc. a newly formed corporation. Together with the filing fee \$78.75 and \$15.00 for copy. Also the certificate designating the officers, directors and the resident agent.

The principal place of business as stated in the articles is
14421 Airport Parkway, Clearwater, Fl. 33762

If there are any impediments please call or write to me.

THANK YOU

Waldense D. Malouf
Waldense D. Malouf, Esq. Fla. Bar #49925
700 Delaware Ave.
Palm Harbor, Fl. 34683 tel. (727) 784-1116

*Check no 7775
enclosed
28th M.D.M.
66*

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

of

CAMS FLIGHT, INC.

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STATE
TALLAHASSEE FLORIDA

We, MATTHEW H. MALOUF and WALDENSE D. MALOUF and JEANNETTE D. H. MALOUF, 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: **CAMS FLIGHT, INC.**

of 14421 Airport Parkway, Clearwater, Florida 33762
facilities at St. Petersburg-Clearwater Airport in Pinellas County, Florida.

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 an aeronautical flight school of aircraft, both fixed wing and rotor, in accordance with FAA Regulations as is common with aircraft flight school facilities in industry and commerce, throughout the world. To buy, lease, rent , sell, repair, renovate, overhaul, maintain and refurbish aircraft to place into service. To act as a repair station as the case may be, and to engage in the teaching of all aeronautics, all disciplines necessary in the conduct of a flight school including not only flight training but ground school and the customary approved theories of flight aircraft handling and maneuvers and related aircraft and airport management including maintenance and related services.

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 Waldense D. Malouf and Jeannette D. H. Malouf

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is \$1,000.00 and two aircraft based at St. Petersburg-Clearwater International Airport, Clearwater, Florida at the facilities of Clearwater Aircraft Maintenance and Services, Inc.

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 14421 Airport Parkway, Clearwater, Florida 33762.

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 14421 Airport Parkway, Clearwater, Florida 33762.

ARTICLE VII - DIRECTORS

This corporation shall have three (3) 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

WALDENSE D. MALOUF and JEANNETTE D. H. MALOUF
700 Delaware Avenue, Palm Harbor, FL 34683

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
WALDENSE D. MALOUF and JEANNETTE D. H. MALOUF 700 Delaware Avenue Palm Harbor, FL 34683	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
WALDENSE D. MALOUF	—	Vice President
JEANNETTE D. H. MALOUF	—	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 November, 2002, 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.

Kimberly McCa
Witness

Matthew H. Malouf
Matthew H. Malouf, President

Rick Cortez
Witness

Kimberly McCa
Witness

Waldense D. Malouf
Waldense D. Malouf, Vice President

Rick Cortez
Witness

Kimberly McCue
Witness

Jeannette D. H. Malouf
Jeannette D. H. Malouf, Secretary-Treasurer

Paul Cook
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 14th day of November, 2002.

Barbara Kamienski
Notary Public
My Commission Expires:
(727) 531-1441



Barbara Kamienski
My Commission DD072883
Expires November 18, 2005

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared, WALDENSE D. 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 14th day of November, 2002.

Barbara Kamienski
Notary Public
My Commission Expires:
(727) 531-1441

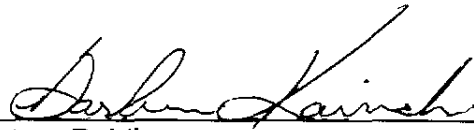


Barbara Kamienski
My Commission DD072883
Expires November 18, 2005

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, personally appeared, JEANNETTE D. H. MALOUF, to me well known, or who produced Drivers License M41D4829810 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 she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of November, 2002.



Notary Public

My Commission Expires:

(727) 531-1441



Barbara Kamienski
My Commission DD072883
Expires November 18, 2006

STATE OF FLORIDA
OFFICE
of
SECRETARY OF STATE

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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 **CAMS FLIGHT, 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 Clearwater, County of Pinellas, State of Florida, has named Waldense D. Malouf, 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.

OFFICERS:	Affix Titles: Name	Specific Address
	MATTHEW H. MALOUF President	328 Disston Avenue North Tarpon Springs, FL 34689
	WALDENSE D. MALOUF Vice President	700 Delaware Avenue Palm Harbor, FL 34683
	JEANNETTE D. H. MALOUF Secretary-Treasurer	700 Delaware Avenue Palm Harbor, FL 34683
DIRECTORS:		
	MATTHEW H. MALOUF	328 Disston Avenue North Tarpon Springs, FL 34689
	WALDENSE D. MALOUF	700 Delaware Avenue Palm Harbor, FL 34683
	JEANNETTE D. H. MALOUF	700 Delaware Avenue Palm Harbor, FL 34683

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