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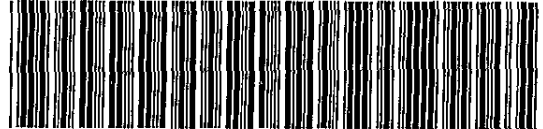
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TALLAHASSEE FLORIDA

gr 8/12/03

CHARLES S. SPINNER, JR.
Attorney At Law



ADMITTED IN FLORIDA AND NEW YORK

August 5, 2003

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

FILED
2003 AUG 11 PM 2:53
CLERK OF STATE
TALLAHASSEE FLORIDA

Re: Innovative Aviation Solutions, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for Innovative Aviation Solutions, Inc. to be filed along with a draft in the amount of seventy eight dollars and seventy five cents (\$78.75).

Please return a certified copy of the filed Articles to the return address on this letterhead. If you require any additional information, please feel free to contact our office.

Your careful attention to this mailing is greatly appreciated.

Yours truly,

Charles Spinner, Jr.

CSS/vp
Enclosure

Spinner Law Firm, P.A.

19651 BRUCE B. DOWNS BOULEVARD • SUITE E-6 • P. O. BOX 48882 • TAMPA, FLORIDA 33647

TELEPHONE: 813-991-5099 • FACSIMILE: 813-991-5115

WWW.SPINNERLAWFIRM.COM • CSPINNER@SPINNERLAWFIRM.COM

ARTICLES OF INCORPORATION

OF

INNOVATIVE AVIATION SOLUTIONS, INC.

FILED
2003 AUG 11 PM 2:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Innovative Aviation Solutions, Inc. and its principal office or mailing address is 4723 Balsam Drive, Land O'Lakes, FL 34639

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares at one dollar (\$1.00) par value.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4723 Balsam Drive, Land O'Lakes, FL 34639, and the name of the Registered Agent is Stephanie Charitonenko.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have two (2) director(s). The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. The name(s) and address(es) of the initial director of this Corporation is/are:

NAME**ADDRESS**

Michael Burnes Thomas

4723 Balsam Drive
Land O'Lakes, FL 34639

Stephanie Charitonenko

4723 Balsam Drive
Land O'Lakes, FL 34639**ARTICLE 7: INCORPORATOR**

The name and address of each person signing these Articles is:

NAME**ADDRESS**

Michael Burnes Thomas

4723 Balsam Drive
Land O'Lakes, FL 34639

Stephanie Charitonenko

4723 Balsam Drive
Land O'Lakes, FL 34639**ARTICLE 8: CUMULATIVE VOTING**

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: PREEMPTIVE RIGHTS

Each holder of the common stock of this Corporation shall have the first right (subject to adjustments to avoid the issuance of fractional shares) to purchase shares of any other securities that this Corporation may issue from time to time, whether or not such shares are presently authorized, including shares from the treasury of this Corporation, in the ratio that the number of shares of common stock held by such shareholder at the time of issue then bears to the total number of shares of common stock then outstanding. This right is waived by any holder of the common stock who does not exercise it and pay for the stock available for purchase pursuant to such preemptive rights, within 30 days of his receipt if a written notice from this Corporation inviting him to exercise such right.

ARTICLE 10: INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 11: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 12: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 4TH day of AUGUST, 2003.


Michael BurnesThomas, Incorporator


Stephanie Charitonenko, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 4th day of August, 2003.


Stephanie Charitonenko as Registered Agent

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TALLAHASSEE FLORIDA