

P05000 167848

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

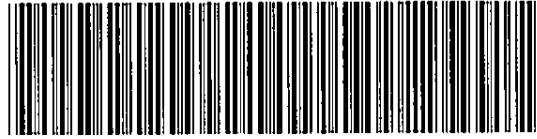
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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MAY 20 2025

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2025 MAY 19 PM 1:02

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TALLAHASSEE, FLORIDA

FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-6243

Please use funds from the account: 120210000160: \$35.00

Authorization Signature D. [Signature]

Aviator Gear, Inc P05000167848

Business Name #Document.

Walk in _____ Will wait

Certified Copy of Incorporation
Certificate of Status

NEW FILINGS

☐ Profit
☐ Not for Profit
☐ LLC
☐ Domestication
☐ INC
☐ CORP
☐ LLLP

AMENDMENTS

☒ Amendment
☐ Resignation of Member/MGR
☐ Resignation of Registered Agent
☐ Revocation of Dissolution
☐ Conversion
☐ Statement of Correction
☐ Merger
DISSOLUTION

OTHER FILINGS

☐ TRANSMITTAL LETTER
☐ Fictitious Name -
☐ Statement of Authority
business
☐ APOSTIL _____
COUNTRY

REGISTRATION/QUALIFICATIONS

☐ Foreign Filing
☐ Partnership
☐ Reinstatement
☐ Articles of CORRECTION
☐ Withdraw of Authority to conduct
☐ TRADEMARK
☐ Domestication
_____ Other

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AVIATOR GEAR, INC.

DOCUMENT NUMBER: P05000167848

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

KATE MESIC, ESQ.

Name of Contact Person

LAW OFFICES OF KATE MESIC, PA

Firm/ Company

6550 ST. AUGUSTINE ROAD, SUITE 305

Address

JACKSONVILLE, FL 32217

City/ State and Zip Code

ASSISTANT@MESICLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KATE MESIC, ESQ.

Name of Contact Person

at (904) 619-2510

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

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

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

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVIATOR GEAR, INC.**

FILED
2025 MAR 19 PM 1:02

The undersigned officer of Aviator Gear, Inc. (the "Corporation"), hereby adopts the following Amended and Restated Articles of Incorporation, which amend and restate the Corporation's existing Articles of Incorporation in their entirety:

ARTICLE I - NAME

The name of the Corporation is Aviator Gear, Inc..

ARTICLE II - ADDRESS

The street address of the principal office and the mailing address of the Corporation are:

221 N. Hogan St. #369
Jacksonville, FL 32202

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE

The Corporation will exist perpetually. These Amended and Restated Articles of Incorporation shall be effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE V - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The Corporation confirms (i) 6550 St. Augustine Road, Suite 305, Jacksonville, FL 32217, as the street address of the Corporation's registered office, and (ii) Law Offices of Kate Mesic, PA as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:
Driver, McAfee, Hawthorne & Diebenow, PLLC
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

ARTICLE VIII - INDEMNIFICATION

The Corporation will indemnify each of its directors and officers and former directors and officers to the fullest extent permissible under applicable law. Except as prohibited by the Act, any such director or officer will be entitled to indemnification by the Corporation in any action, suit or proceeding (including any appeal thereof) resulting from the fact that he or she is or was a director or officer of the Corporation or is or was serving at the Corporation's request as a director, officer, employee or agent of another corporation, joint venture, partnership, trust or other enterprise, if he or she acted in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the Corporation's best interests and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may, before final disposition of any action, suit or proceeding (including any appeal thereof), advance funds to pay for or reimburse expenses incurred in connection with such action, suit or proceeding by an individual who is a party thereto because he or she is or was a director or officer of the Corporation if the director or officer delivers to the Corporation a signed written undertaking to repay any funds advanced if (a) the director or officer is not entitled to mandatory indemnification under the Act and (b) it is ultimately determined that he or she has not met the relevant standard of conduct or is otherwise not entitled to indemnification under the Act, these Articles of Incorporation or the Corporation's bylaws.

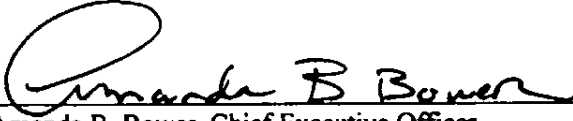
ARTICLE IX – JURISDICTION AND VENUE

Unless the Corporation consents in writing to the selection of an alternative forum or a federal court assumes exclusive jurisdiction, the federal and state courts sitting in the State of Florida shall be the sole and exclusive fora for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to its shareholders, (c) any action asserting a claim arising pursuant to any condition, provision or term of the Florida Business Corporation Act, these Articles of Incorporation or the Corporation's bylaws, or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X.

ARTICLE X – APPROVALS

The Corporation's board of directors and the Corporation's sole shareholder adopted, approved, authorized, confirmed, consented to and ratified these Amended and Restated Articles of Incorporation by Joint Written Consent of the Board of Directors and the Sole Shareholder in Lieu of a Special Meeting dated March 1, 2025.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

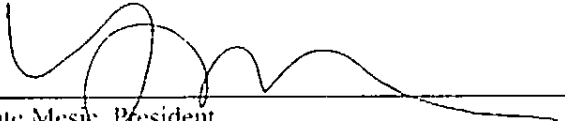

Amanda B. Bower, Chief Executive Officer

Prepared by:
Driver, McAfee, Hawthorne & Diebenow, PLLC
One Independent Drive, Suite 1200
Jacksonville, Florida 32202
904-301-1269

ACCEPTANCE OF REGISTERED AGENT

The undersigned (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: March 1, 2025



Kate Mesic, President
Law Offices of Kate Mesic, PA