

P07000052520

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*Amended
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ALABAMA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 708904 4319756

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : July 3, 2017

ORDER TIME : 1:37 PM

ORDER NO. : 708904-005

CUSTOMER NO: 4319756

DOMESTIC AMENDMENT FILING

NAME: ACP JET CHARTERS, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ACP JET CHARTERS, INC.**

Pursuant to Section 607.1007 of the Business Corporation Act of the State of Florida (the "FCBA"), the undersigned, being a duly authorized officer of ACP Jet Charters, Inc., and desiring to amend and restate the Corporation's Articles of Incorporation, as filed on May 1, 2007, and as amended by (i) those Articles of Amendment, filed on February 6, 2008, document number P07000052520 and (ii) those Articles of Amendment, filed on October 31, 2016, document number P07000052520 does hereby certify:

Article 1. NAME

The name of the Corporation is ACP Jet Charters, Inc. (the "Corporation").

Article 2. PRINCIPAL PLACE OF BUSINESS; MAILING ADDRESS

The address of the principal place of business of the Corporation is 20 South Swinton Avenue, Delray Beach, Florida 33444, and the mailing address is the same.

Article 3. CORPORATE PURPOSE

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article 4. CAPITAL STOCK

4.1 Authorized Shares

The maximum number of shares that the Corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of one cent (\$0.01) ("Common Stock").

4.2 Common Stock

4.2.1 Relative Rights

Each share of Common Stock shall have the same relative rights as and be identical in all respects to all the other shares of Common Stock.

4.2.2 Voting Rights

Each holder of shares of Common Stock shall be entitled to cast one vote for each share of Common Stock so held on all matters on which shareholders are entitled to vote.

4.2.3 Dissolution

All holders of shares of Common Stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

Article 5. DIRECTORS

The number of directors of the Corporation shall be such number as from time to time fixed by, or in the manner provided in, the bylaws of the Corporation. The directors shall be elected in the manner set forth in the bylaws of the Corporation.

Article 6. REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the registered agent of the Corporation is Neil Greenbaum, Esq., 20 South Swinton Avenue, Delray Beach, Florida 33433.

Article 7. INCORPORATOR

The name and address of the incorporator of the Corporation is Elsie Sanchez, 1840 Southwest 22 Street, 4th Floor, Miami, Florida 33145.

Article 8. INDEMNIFICATION

To the maximum extent permitted by the FCBA, the Corporation shall:

(a) indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful; and

(b) indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been

adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and a Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement vote of shareholders or disinterested directors, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

* * * * *

The foregoing amendments were adopted by all of the directors and all of the holders of the Common Stock of the Corporation pursuant to sections 607.0821 and 607.0704 of the Business Corporation Act of the State of Florida on July 3, 2017. Therefore, the number of votes cast for the amendment to the Corporation's Articles of Incorporation was sufficient for approval.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation of the Corporation this 3rd day of July, 2017.

By: 

Name: PAUL SELTENBARG

Title: PRESIDENT / CEO

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
AMENDED AND RESTATED ARTICLES OF INCORPORATION**

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

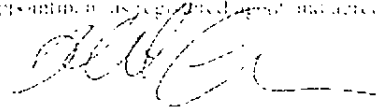
Neil Greenbaum

IN WITNESS WHEREOF, the undersigned duly authorized officer of the Corporation has executed these Amended and Restated Articles of Incorporation of the Corporation this day of _____ 2017.

By _____
Name _____
Title _____

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
AMENDED AND RESTATED ARTICLES OF INCORPORATION

I, having been named as registered agent or a consenting officer of process for the above stated corporation at the place designated in these Amended and Restated Articles of Incorporation, do hereby acknowledge and accept the appointment as registered agent and agree to act in this capacity.



Registered Agent