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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

08 JUL 30 PM 12: 08

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 JUL 30 PM 12: 17

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Burch JUL 30 2008

**COVER LETTER**

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

SUBJECT: GENEVA AIR-GEN, 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: Raymond R. Finna  
Name (Printed or typed)

P.O. Box 772495  
Address

Ocala, FLA.  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

GENEVA AIR-GEN, INC.  
A Florida Corporation

FILED

08 JUL 30 PM 12:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators hereby certify that they have formed a body corporate under and by virtue of the laws of the State of Florida for the transaction of business with and under the following charter:

**ARTICLE I - Name**

The name of the corporation shall be GENEVA AIR-GEN, INC. with its principal address as 145 East S.R. 46, Geneva, Fla 32732.

**ARTICLE II - Effective Date**

Corporate existence and the right to transact business shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State.

**ARTICLE III - Duration**

The corporation shall have perpetual existence, unless terminated in the manner prescribed by the laws of the State of Florida.

**ARTICLE IV - Purpose**

The purpose for which the corporation is formed is to engage in any lawful activity or business.

**ARTICLE V - Capital Stock**

The corporation is authorized to issue 1,000 shares of common stock having a par value of One Dollar (\$1.00) per share. Said stock shall be issued only as and when and for such consideration as determined by the Incorporators and Stockholders.

**ARTICLE VI - Preemptive Rights**

The shareholders of the corporation shall have preemptive rights to acquire un-issued or treasury shares of the corporation.

**ARTICLE VII - Registered Agent and Office**

The name and address of the Registered Agent of the corporation shall be:

Charles V. Wolski  
145 East S. R. 46  
Geneva, Fla 32732

The address of the Registered Office of the corporation shall be:

Charles V. Wolski  
145 East S. R. 46  
Geneva, Fla 32732

**ARTICLE VIII - Incorporators**

The names and addresses of each of the incorporators of these Articles of Incorporation are as follows

Charles V. Wolski  
145 East S.R. 46  
Geneva, Fla 32732

Raymond R. Finn  
P. O. Box 772495  
Ocala, Fl. 34477

Arthur C. Buteau.  
5840 Red Bug Lake Rd #440  
Winter Springs, Fl. 32708

## **ARTICLE IX - Corporate Powers**

The corporation shall have all powers granted and permitted to corporations under the laws of the United States and of the State of Florida unless otherwise provided for in the by-laws of the corporation, including:

- (1) To make and enter into all kinds of contracts, agreements and obligations by or with any person or persons, entity or entities, for the purchasing, acquiring, holding, manufacturing and selling or otherwise disposing of, either as a principal or as agent, upon commission or otherwise, any articles of personal property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto; to act as a agent or a representative of corporations, firms entities and individuals.
  
- (2) To undertake and carry out any transaction whatsoever that may be lawfully undertaken and carried out in a general business and general operations of all kinds so far as same are not prohibited by the laws of the United States and the State of Florida against the exercise of banking powers by corporations to; open accounts, to lend money and to take notes, or other similar evidences of debt, and collateral security therefor, and to give credit, lend and advance money to such persons, corporations, partnerships, trust companies, associations and entities as may be deemed advisable by this corporation; upon such terms and securities as may seem expedient to this corporation.
  
- (3) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose of this corporation; to issue promissory notes, bonds, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgages, pledge or otherwise, or unsecured, for money borrowed, or for property purchased or acquired, or for any other lawful objects.
  
- (4) To purchase, or otherwise acquire, directly or through ownership of stock in any corporation, or through ownership of any type of interest in any entity, all or any part of the business, goodwill, rights, property and assets of all kinds, of any corporation, entity, association, partnership or individual, and to pay for the same in cash, by instrument of note, with the stock of this corporation, bonds or otherwise, and to hold or in any manner dispose of the whole or any part of the property so purchased; and to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in or about the conducting and management of such business.

- (5) To purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of and encumber that shares of capital stock of, or any bonds, securities or indebtedness of or any other corporation or entity of any jurisdiction whatsoever, and while owner of such security and indebtedness, to exercise all the rights, powers and privileges of ownership including, without limitation, any right to vote.
- (6) To guarantee the obligations of any other entity or person and to encumber the property of this corporation as security for such guarantee.
- (7) To purchase, hold, sell and transfer shares of its own capital stock, subject, however, to such limitations as may be provided by the preemptive rights of the shareholders; and such other limitations as may be provided by law; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly, nor counted as outstanding, for the purpose of any stockholders' quorum or vote.
- (8) To have and to exercise, in addition to any powers enumerated above, all other powers provided by law; and to have and to exercise each and every one of its powers as though it were also a purpose and object of this corporation.

#### **ARTICLE X - Indemnification**

The corporation is authorized to indemnify to the fullest extent permitted by law any and all actions of its agents taken in its behalf.

#### **ARTICLE XI - Officers**

The names and addresses of the first officers of the corporation are as follows

Raymond R. Finn, President  
P.O. Box 77295  
Ocala, Fl. 33447

Charels V. Wolski, Vice President  
145 East S.R. 46  
Geveva, Fl. 32732

Arthur C. Buteau, Secretary-Treasurer  
5840 Red Bug Lake Rd., #440  
Winter Springs, Fla. 32708

**ARTICLE XII - Management of the Corporation**

The business of the corporation shall be managed by the officers of the corporation or as otherwise directed by the board of directors.

**ARTICLE XIII - Board of Directors**

The names and addresses of the first Board of Directors of the corporation are as follows

Charles V. Wolski  
145 East S.R. 46  
Geneva, Fla 32732

Raymond R. Finn  
P. O. Box 772495  
Ocala, Fl. 34477

Arthur C. Buteau  
5840 Red Bug Lake Rd #440  
Winter Springs, Fl. 32708

No contract or other transaction between this corporation and any other corporation or entity shall be affected or invalidated by the fact that any one or more of the Directors of this corporation is or are interested in, or is a director, officer or fiduciary, or are directors, officers or fiduciaries, of such other corporation or entity.

**ARTICLE XIV - Shareholders Not Personally Liable  
For Corporate Debt**

The private property of the Shareholders shall not be liable for the payment of any of the debts of the corporation to any extent whatsoever except for the balance unpaid, if any, on their stock subscriptions.

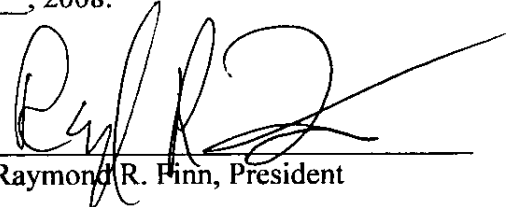
**ARTICLE XV - Quorum**

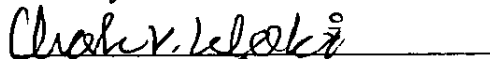
A majority of all the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.


**ARTICLE XVI - Amendment**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscribers have executed these Articles of Incorporation on this 19 day of July, 2008.

  
\_\_\_\_\_  
Raymond R. Finn, President

  
\_\_\_\_\_  
Charles V. Wolski, Vice President

  
\_\_\_\_\_  
Arthur C. Buteau, Secretary-Treasurer




**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted,  
in compliance with said Act:

That GENEVA AIR-GEN , Inc., with its principal office as indicated in the Articles  
of Incorporation, located in Seminole County, State of Florida, has named  
Charles V. Wolski, located at 145 East S.R. 46, Geneva, Florida, 32732 , as its agent to accept  
service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby accept to act in this capacity, and further state that I am  
familiar with and accept the obligations provided for in Section 607.325, Florida Statutes, and  
agree to comply with the provision of the laws of the State of Florida relative thereto.

  
\_\_\_\_\_  
Charles V. Wolski, Registered Agent