

PD9000092838

(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:

Office Use Only



700239133317

09/12/12--01010--013 **35.00

FILED

SEP 12 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Arstaut

SEP 17 2012

T. LEWIS

LAW OFFICES

FEILER & LEACH, P.L.

TRIAL AND APPELLATE PRACTICE • STATE AND FEDERAL COURTS

901 PONCE DE LEON BLVD. • PENTHOUSE SUITE • CORAL GABLES, FL 33134-3009

TEL. (305) 441-8818 • FAX (305) 441-8081

MICHAEL B. FEILER, P.A.*

MARTIN E. LEACH, P.A.

MICHAEL PALAHACH, III, P.A.*

(OF COUNSEL)

MBF@FLMLEGAL.COM

MEL@FLMLEGAL.COM

* BOARD CERTIFIED
CIVIL TRIAL LAWYER

August 30, 2012

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

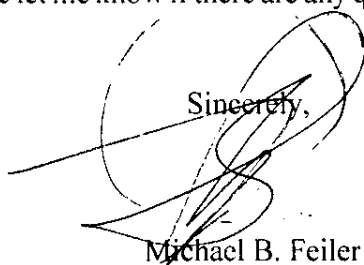
RE: *Twin Air Calypso Limited, Inc.* – #P09000092838

Sirs:

Enclosed please find the First Amended and Restated Articles of Incorporation for the above referenced entity, along with a check for the \$35.00 filing fee.

Please file the Articles; please let me know if there are any questions or you require anything further.

Sincerely,

A handwritten signature in black ink, appearing to be "Michael B. Feiler", is written over the word "Sincerely,". The signature is stylized with a large loop and a horizontal line extending to the left.

Michael B. Feiler

MBF/acv

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TWIN AIR CALYPSO LIMITED, INC**

FILED
12 SEP 12 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned Corporation hereby adopts its First Amended and Restated Articles of Incorporation.

1. The name of the Corporation is TWIN AIR CALYPSO LIMITED, INC.
2. The Corporation's original Articles Incorporation are amended by this First Amended and Restated Articles of Incorporation as follows:

- (a) Article IV of the Corporation's original Articles of Incorporation is hereby amended so as to read in its entirety as follows:

"General. The total number of shares of stock that the corporation shall have authority to issue is 1.020 Billion (1,020,000,000) consisting of:

- (a) Five Hundred Million (500,000,000) shares of Class A Voting Common Stock ("Class A Common Stock"),
 - (b) Five Hundred Million (500,000,000) shares of Class B Non-Voting Common Stock ("Class B Common Stock").
 - (c) and Twenty Million (20,000,000) shares of Preferred Stock ("Preferred Stock").

Common Stock. The relative rights and privileges appertaining to each share of the Class A Common Stock and each share of the Class B Common Stock shall be in all respects identical and on a parity with each other, including the right to attend shareholders meetings and receive informational distributions from the Corporation with respect to such meetings; except, however, that each share of the Class A Common Stock shall have one vote in the election of Directors of the corporation and in all other matters submitted to shareholders of the corporation, while the shares of Class B Common Stock shall not be entitled to vote in the election of Directors or on any other matter submitted to the shareholders of the corporation, except as may be otherwise required by law. The voting, dividend and liquidation rights of the holders of either class of common stock are subject to and qualified by the rights of the holders of Preferred Stock. Dividends may be declared and paid on the common stock from funds lawfully available therefor if, as and when determined by the board of directors of the corporation (the "Board of Directors") and subject to any preferential dividend rights of any then outstanding shares of Preferred Stock.

Preferred Stock. Shares of Preferred Stock may be issued for any purpose and in any manner permitted by law, in one or more distinctly designated series, as a dividend or for such consideration as the corporation's Board of Directors may determine by resolution or resolutions from time to time adopted.

The Board of Directors is expressly authorized to fix and determine, by resolution or resolutions from time to time adopted prior to the issuance of any shares of a

particular series of Preferred Stock, the designations, voting powers (if any), preferences, and relative, participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, but without limiting the generality of the foregoing, the following:

- (1) — The distinctive designation and number of shares of Preferred Stock that shall constitute a series, which number may from time to time be increased or decreased (but not below the number of shares of such series then outstanding), by like action of the Board of Directors;
- (2) The rate or rates and times at which dividends, if any, shall be paid on each series of Preferred Stock, whether such dividends shall be cumulative or non-cumulative, the extent of the preference, subordination or other relationship to dividends declared or paid, or any other amounts paid or distributed upon, or in respect of, any other class or series of Preferred Stock or other shares;
- (3) Redemption provisions, if any, including whether or not shares of any series may be redeemed by the corporation or by the holders of such series of Preferred Stock, or by either, and if redeemable, the redemption price or prices, redemption rate or rates, and such adjustments to such redemption price(s) or rate(s) as may be determined, the manner and time or times at which, and the terms and conditions upon which, shares of such series may be redeemed;
- (4) Conversion, exchange, purchase or other privileges, if any, to acquire shares or other securities of any class or series, whether at the option of the corporation or of the holder, and if subject to conversion, exchange, purchase or similar privileges, the conversion, exchange or purchase prices or rates and such adjustments thereto as may be determined, the manner and time or times at which such privileges may be exercised, and the terms and conditions of such conversion, exchange, purchase or other privileges;
- (5) The rights, including the amount or amounts, if any, of preferential or other payments or distributions to which holders of shares of any series are entitled upon the dissolution, winding-up, voluntary or involuntary liquidation, distribution, or sale or lease of all or substantially all of the assets of the corporation; and
- (6) The terms of the sinking fund, retirement, redemption or purchase account, if any, to be provided for such series and the priority, if any, to which any funds or payments allocated

therefor shall have over the payment of dividends, or over sinking fund, retirement, redemption, purchase account or other payments on, or distributions in respect of, other series of Preferred Stock or shares of other classes.

All shares of the same series of Preferred Stock shall be identical in all respects, except there may be different dates from which dividends, if any, thereon may cumulate, if made cumulative.

Non-Citizen Voting Limitation. All (x) capital stock of, or other equity interests in, the corporation, (y) securities convertible into or exchangeable for shares of capital stock, voting securities or other equity interests in the corporation, and (z) options, warrants or other rights to acquire the securities described in clauses (x) and (y), whether fixed or contingent, matured or unmatured, contractual, legal, equitable or otherwise (collectively, "Equity Securities") shall be subject to the following limitations:

- (1) **Non-Citizen Voting Limitation.** In no event shall the total number of shares of Equity Securities held by all persons who fail to qualify as a "citizen of the United States," as the term is used in Section 40102(a)(15) of Title 49 of the United States Code, in any similar legislation of the United States enacted in substitution or replacement therefor, and as interpreted by the Department of Transportation, be entitled to be more than 24.9% (or such other maximum percentage as such Section or substitute or replacement legislation shall hereafter provide) of the aggregate votes of all outstanding Equity Securities of the corporation (the "Cap Amount").
- (2) **Allocation of Cap Amounts.** The restrictions imposed by the Cap Amount shall be applied pro rata among the holders of Equity Securities who fail to qualify as "citizens of the United States" based on the number of votes the underlying securities are entitled to.
- (3) **Each certificate for Equity Securities (including each such certificate for Equity Securities issued upon any permitted transfer of Equity Securities) shall contain a legend in substantially the following form:**

"The [type of Equity Securities] represented by this certificate are subject to voting restrictions with respect to [shares/warrants, etc.] held by persons or entities that fail to qualify as "citizens of the United States," as the term is defined used in Section 40102(a)(15) of Title 49 of the United States Code. Such voting restrictions are contained in the First Amended and Restated Articles of Incorporation of the issuer, as the same may be amended or restated from time to time. A complete and correct copy of such Articles

shall be furnished free of charge to the holder of such shares of [type of Equity Securities] upon written request to the Secretary of the issuer."

- (b) Article VII of the Corporation's original Articles of Incorporation is hereby amended so as to read in its entirety as follows:

"The corporation's directors and officers at the time of this First Amended and Restated Articles of Incorporation are as follows:

Name of Director or Officer	Address of Director or Officer	Positions Held
Clayton I. Gamber	700 SW 34th Street, Suite 100 Fort Lauderdale, Florida 33315	Director & President
Henry A. Schulle	700 SW 34th Street, Suite 100 Fort Lauderdale, Florida 33315	Director & Secretary
James H. Short	700 SW 34th Street, Suite 100 Fort Lauderdale, Florida 33315	Director

- (c) Article VIII of the Corporation's original Articles of Incorporation is hereby amended so as to read in its entirety as follows:

"No shareholder in the corporation shall have the preemptive right to subscribe to any or all additional issues of stock and/or other securities of any or all classes of this corporation or securities convertible into stock or carrying stock purchase warrants, options or privileges. Cumulative voting shall not be allowed."

- (d) The Corporation's original Articles of Incorporation is hereby amended so as to add a new Article IX, which shall read in its entirety as follows:

"This corporation shall indemnify and hold harmless each and every one of its current and former directors and officers to the fullest extent permitted by the laws of the State of Florida."

3. The First Amended and Restated Articles of Incorporation set forth as Exhibit A hereto accurately copies the original Articles of Incorporation of the Corporation as amended hereby and contains no other change in any provision thereof.

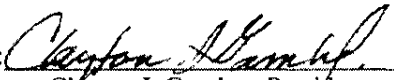
4. This First Amended and Restated Articles of Incorporation shall supercede the original Articles of Incorporation of the Corporation and all amendments thereto.

5. This First Amended and Restated Articles of Incorporation and each amendment contained herein required the approval of the Board of Directors and the sole shareholder of the Corporation. This First Amended and Restated Articles of Incorporation and each amendment contained herein were duly adopted by the Board of Directors of the Corporation on August 1, 2012 and by the sole shareholder of the Corporation on August 1, 2012.

6. The only voting group entitled to vote on the amendments contained in this First

Amended and Restated Articles of Incorporation was the sole holder of shares of Common Stock of the Corporation. The number of votes cast in favor of such amendments by the sole member of such voting group was sufficient for approval by that voting group.

IN WITNESS WHEREOF, the undersigned has set his hand as of the 1 day of August, 2012.

By: 
Clayton I. Gamber, President