

P10000029484

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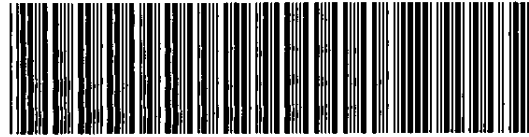
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DIVISION OF CORPORATIONS

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Amend  
@ 7/7/11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** AEROLINEAS SUDAMERICANAS USA, INC.

**DOCUMENT NUMBER:** P10000029484

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

Please return all correspondence concerning this matter to the following:

D. MICHAEL JONES, PRESIDENT

Name of Contact Person

AEROLINEAS SUDAMERICANAS USA, INC.

Firm/ Company

355 MAGELLAN DRIVE

Address

SARASOTA, FLORIDA 34243

City/ State and Zip Code

mjones@iflyasairlines.com

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

For further information concerning this matter, please call:

D. MICHAEL JONES

Name of Contact Person

at ( 941 )

928-0028

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  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
AEROLINEAS SUDAMERICANAS USA, INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, the undersigned Florida Profit Corporation, in order to amend and restate its Articles of Incorporation, adopts the amendments as follows:

**ARTICLE I  
CORPORATE NAME**

The name of the Corporation is AEROLINEAS SUDAMERICANAS USA, INC.

**ARTICLE II  
OFFICE AND MAILING ADDRESSES**

The principal office address of the Corporation is:

355 Magellan Drive  
Sarasota, Florida 34243

The mailing address of the Corporation is:

P.O. Box 8413  
Long Boat Key, Florida 34228

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**ARTICLE III  
REGISTERED AGENT**

The name and address of the Corporation's new registered agent, together with the Acceptance of Appointment, are:

D. Michael Jones  
355 Magellan Drive  
Sarasota, Florida 34243

I, D. Michael Jones, of 355 Magellan Drive, Sarasota, Florida 34243, accept appointment as registered agent for and on behalf of AEROLINEAS SUDAMERICANAS USA, INC., and affirm that I am familiar with, and shall comply with, all of the duties of a registered agent.

  
D. Michael Jones, Registered Agent

ARTICLE IV  
PURPOSES

The purpose of this Corporation is to engage in any lawful act or activity for which corporations may be organized and incorporated under the laws of the State of Florida as the same exists or may hereafter be amended.

ARTICLE V  
AUTHORIZED SHARES

The Corporation is authorized to issue two classes of stock to be designated, respectively, as "Common Stock" and "Preferred Stock." The total number of shares of all classes of stock which the Corporation is authorized to issue is One Million One Hundred Thousand (1,100,000) shares. The number of shares of Common Stock authorized is One Hundred Thousand (100,000) shares. The number of shares of Preferred Stock authorized is One Million (1,000,000) shares. All shares of Common Stock and Preferred Stock shall have a par value of \$0.0015 per share.

The powers, preferences, rights, qualifications, limitations and restrictions of each class of stock (to the extent established hereby), and the express grant of authority to the Corporation's Board of Directors to divided undesignated shares of Preferred Stock into series, to establish and modify the preferences, limitations and relative rights of each share of Preferred Stock, and to otherwise affect the capitalization of the Corporation, subject to certain limitations and procedures to the extent permitted by Florida law, are as follows:

A. Common Stock

1. Voting Rights. Subject to the rights and preferences of any Preferred Stock from time to time outstanding, and except as otherwise expressly provided by law or in this Article, each outstanding share of Common Stock shall be entitled to one (1) vote on each matter to be voted on by the stockholders of the Corporation.
2. Liquidation Rights. Subject to any prior or superior rights of liquidation as may be conferred upon any shares of Preferred Stock, and after payment or provisions for payment of the debts and other liabilities of the Corporation, upon any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock then outstanding shall be entitled

to receive all of the assets and funds of the Corporation remaining and available for distribution. Such assets and funds shall be divided among and paid to the holders of Common Stock, on a pro-rata basis, according to the number of shares of Common Stock held by them.

3. Dividends. Subject to any prior or superior rights of dividend as may be conferred upon any shares of Preferred Stock, dividends may be paid on the outstanding shares of Common Stock as and when they are declared by the Board of Directors, out of funds legally available therefore.
  4. Residual Rights. All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations or restrictions of the Common Stock are expressly made subject to and subordinate to those that may be fixed with respect to any shares of Preferred Stock. Subject to the foregoing, all rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein or in the Corporation's Bylaws or in any amendment hereto or thereto shall be vested in the Common Stock.
- B. Preferred Stock. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is expressly authorized to determine or alter from time to time, with respect to any wholly unissued series of Preferred Stock, the designation and number of shares constituting any such series, as well as the rights, preferences, privileges, qualifications, limitations, and restrictions granted to or imposed upon the shares of any such series. Within the limitations or restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series of Preferred Stock, the Board of Directors may take action to increase or decrease the number of shares of such series subsequent to the issuance of shares of that series, provided that the number may not be decreased below the number of shares of such series then outstanding, or increased above the total number of authorized shares of Preferred Stock available for designation as a part of such series. If the number of shares of any series of Preferred Stock shall be decreased as referenced above, the shares constituting such decrease shall resume the status that they had prior to the adoption of the resolution originally fixing the number of shares of such series.

#### ARTICLE VI OFFICERS AND BOARD OF DIRECTORS

The Officers and/or Directors of the Corporation being removed are, as follows:

Carlos A Mendes, Director/PDT

Leandro Pontes, Secretary

The following names and addresses of each person that is presently serving as an Officer and/or Director of the Corporation are, as follows:

D. Michael Jones, Director/President/CEO  
355 Magellan Drive  
Sarasota, Florida 34243

Geoffrey J. Hodgson, Director/Vice President/CFO  
5N347 Sanctuary Lane  
Saint Charles, Illinois 60175

Gary D.E. Pierce, Director/Vice President/Secretary  
289 West Burton Lane  
Kaysville, Utah 84037

ARTICLE VII  
CORPORATION BY-LAWS

The Board of Directors is authorized and empowered to make, alter, amend, and rescind the Bylaws of the Corporation, but Bylaws made by the Board of Directors may be altered or repealed, and new Bylaws made by the stockholders.

ARTICLE VIII  
LIABILITY OF DIRECTORS

To the fullest extent permitted by the corporate laws of the State of Florida, or any other applicable law, as the same exists or may hereafter be amended, a director or former director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for any actions taken, or any failure to take any action, as a director.

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the corporate laws of the State of Florida, or any other applicable law, as the same exists or may hereafter be amended, any director or officer of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, 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 or of a partnership, joint venture, trust, enterprise, or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding. The Corporation shall be required to indemnify a person in connection with a Proceeding initiated by such person only if the Proceeding was authorized by the Board of Directors.

The Corporation shall indemnify and hold harmless, to the fullest extent permitted by the corporate laws of the State of Florida, or any other applicable law, as the same exists or may hereafter be amended, any employee or agent of the Corporation who was or is made or is threatened to be made a party or is otherwise involved in any Proceeding by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was an 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 or of a partnership, joint venture, trust, enterprise, or non-profit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses reasonably incurred by such person in connection with any such Proceeding.

Neither any amendment nor repeal of this Article, nor the adoption of any provision of this Articles of Amendment to the Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit, or claim accruing or arising or that, but for this Article, would accrue or arise, prior to such amendment, repeal, or adoption of an inconsistent provision.

ARTICLE IX  
ADOPTION OF AMENDMENTS

The foregoing amendments were adopted by the shareholders on June 20, 2011. The number of votes that were cast by the shareholders was sufficient for approval of the adoption of these amendments.

Dated this 22<sup>nd</sup> day of June, 2011.

  
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Gary D.E. Pierce, Secretary