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(Requestor's Name)

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(City/State/Zip/Phone #)

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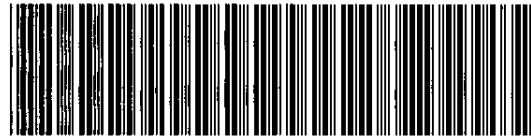
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch JAN 12 2011

LAW OFFICES  
**JOHN L. MANN, P.A.**

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January 7, 2011

VIA UPS OVERNIGHT MAIL

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301


**Re: *Propellerhead Aviation, Inc.***

Ladies and Gentlemen:

Enclosed for filing are Articles of Incorporation of Propellerhead Aviation, Inc. Also enclosed is our check in the amount of \$78.75 representing the filing fees and the certified copy fee.

Thank you for your assistance in this matter and if you have any questions or need anything in order to complete this filing, please call me.

Very truly,

  
Jackie Hutchison  
Florida Registered Paralegal

enclosures as listed

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RECEIVED  
CLERK OF DISTRICT COURT  
JAN 10 2011

**ARTICLES OF INCORPORATION**  
**OF**  
**PROPELLERHEAD AVIATION, INC.**

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be **PROPELLERHEAD AVIATION, INC.**, and its mailing address is 1225 N. Lake Otis Dr. S.E., Winter Haven, Florida 33880.

**ARTICLE II**  
**Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence.

**ARTICLE IV**  
**Capital Stock**

The authorized capital stock of the Corporation shall be 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director, whose name and address is:

William Edward Boege, III  
1225 N. Lake Otis Dr. S.E.  
Winter Haven, FL 33880

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

**ARTICLE VI**  
**Initial Officers**

Section 1. The Initial Officers of the corporation are those described below and whose names and address are:

President/Secretary/  
Treasurer

William Edward Boege, III  
1225 N. Lake Otis Dr. S.E.  
Winter Haven, Florida 33880

Section 2. The number of officers of the corporation shall be as provided in the Bylaws of the Corporation.

Section 3. Officers shall be elected and hold office as provided in the Bylaws.

## **ARTICLE VII**

### **Bylaws**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation pursuant to 607.0205 and 607.0206 *Florida Statutes* following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws. Notwithstanding any provisions to the contrary no Bylaws shall be adopted by the Corporation which in anyway limit or repeal these Articles of Incorporation.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

## **ARTICLE VIII**

### **Amendments**

These Articles of Incorporation may be amended as set forth in the *Florida Statutes*, as amended from time to time.

## **ARTICLE IX**

### **Registered Office and Agent**

Section 1. The street address of the initial registered office of the Corporation shall be 1225 N. Lake Otis Dr. S.E., Winter Haven, Florida 33880.


Section 2. The name of the initial registered agent of the Corporation located at said address shall be William Edward Boege, III.

## **ARTICLE X**

### **Incorporators**

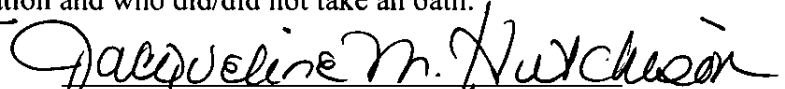
The Incorporator is William Edward Boege, III, whose address is 1225 N. Lake Otis Dr. S.E., Winter Haven, Florida 33880.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 7 day of January, 2011.

  
William Edward Boege, III

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 7th day of January 2011, by William Edward Boege, III, who is personally known to me or who has produced FL Drivers License as identification and who did/did not take an oath.

  
Notary Public  
Jacqueline M. Hutchison  
(Print or Type Notary Name)

Commission (Serial) Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

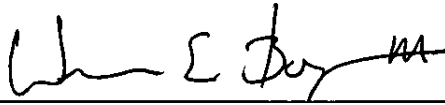
(SEAL)



JACQUELINE M. HUTCHISON  
MY COMMISSION # DD 854381  
EXPIRES: March 23, 2014  
Bonded Thru Budget Notary Services

**ACCEPTANCE**

I hereby accept to act as initial Registered Agent for **PROPELLERHEAD AVIATION, INC.**, as stated in these Articles of Incorporation.

A handwritten signature in black ink, appearing to read "W E Boege III", written over a horizontal line.

**William Edward Boege, III**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA