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DATE:

08-14-2012

NAME:

AIRLIFE SERVICE USA INC

TYPE OF FILING: ARTICLES OF INCORPORATION

COST:

\$78.75

RETURN: CERTIFIED COPY

ACCOUNT: FCA00000015

**AUTHORIZATION:** 

### **COVER LETTER**

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

SUBJECT: AirLife Service USA Inc	D.			
(PROPOSED CORPORA	TE NAME – <u>MUST INCL</u>	UDE SUFFIX)		
Enclosed are an original and one (1) copy of the artic	cles of incorporation and	d a check for:		
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\$70.00	\$78.75	\$87.50		
Filing Fee Filing Fee	Filing Fee	□Filing Fee,		
& Certificate of Status	& Certified Copy	Certified Copy	1	
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(800) 345-4647  Daytime Telephone number				
Daytine 16	ophone number .			
paulseve@andrewskurth	.com			
E-mail address: (to be used		notification)		

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

#### ARTICLES OF INCORPORATION

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#### AIRLIFE SERVICE USA INC.

The undersigned person, acting as sole incorporator of the corporation pursuant to Chapter 607 of the Florida Statutes, does hereby make these Articles of Incorporation for such corporation, declaring and certifying that this is my act and deed and that the facts herein stated are true:

FIRST: The name of the corporation shall be AirLife Service USA Inc.

SECOND: The principal place of business/mailing address is: 155 Ocean Lane Dr., Suite 1210, Key Biscayne, Miami, FL 33149.

THIRD: The nature of the business or purposes to be conducted or promoted by the corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 607 of the Florida Statutes.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of common stock, par value \$0.01 per share.

FIFTH: The Board of Directors is authorized to adopt, amend or repeal the bylaws of the corporation. Election of directors need not be by written ballot.

SIXTH: The number of directors of the corporation shall be as provided in the bylaws of the corporation, as the same may be amended from time to time. The name and address of the person who is to serve as the initial director of the corporation until the first annual meeting of stockholders or until his successor is elected and qualified is:

#### <u>NAME</u>

#### ADDRESS

Carlos Lima Aravena

Ricardo Lyon 967, Providencia Santiago, Chile

SEVENTH: The name and Florida address of the registered agent is: Claudia Alejandra Montenegro Starocelsky, 155 Ocean Lane Dr., Suite 1210, Key Biscayne, Miami, FL 33149.

EIGHTH: The name and mailing address of the incorporator is: Paul Sève, 1717 Main Street, Suite 3700, Dallas, Texas 75201.

NINETH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If Chapter 607 of the Florida Statutes is amended to authorize

corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by Chapter 607 of the Florida Statutes, as so amended. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

TENTH: The corporation shall, to the fullest extent permitted by the Chapter 607 of the Florida Statutes, as amended from time to time, indemnify any officer or director whom it shall have power to indemnify from and against any and all of the expenses, liabilities or other losses of any nature. The indemnification provided in this Article TENTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders 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, and shall continue as to a person who has ceased to be a officer or director and shall inure to the benefit of the heirs, executors and administrators of such a person.

I, Claudia Alejandra Montenegro Starocelsky, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, am familiar with, and accept, the obligations of that position, and accept the appointment as registered agent and agree to act in this capacity.

By: Clause Le Signature/Registered Agent Date

By: Signature/Incorporator

8/14/2012

Date