

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hayman-Woodward Aviation Company

DOCUMENT NUMBER: P16000023951

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

Please return all correspondence concerning this matter to the following:

Robert H. Weber III
Name of Contact Person
Hayman-Woodward Holdings, Inc.
Firm/ Company
801 Brickell Avenue 15th Floor
Address
Miami, FL 33131
City/ State and Zip Code

robert.weber@haymanwoodward.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert H. Weber III at (305) 877-8941
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$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

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
HAYMAN-WOODWARD AVIATION COMPANY**

FIRST: The name of the Corporation is Hayman-Woodward Aviation Company.

SECOND: The registered agent of the Corporation shall be:

Hayman-Woodward Corp.
801 Brickell Avenue
15th Floor
Miami, FL 33131

THIRD: The purpose of the Corporation is to engage in any lawful activity for which corporations may be organized pursuant to Florida law.

FOURTH: The term of the Corporation shall be perpetual.

FIFTH: **Capital Stock.**

Section 1. Authorized Stock; No Pre-emptive Rights. The maximum number of shares of capital stock which this Corporation shall have authority to issue is Fifty Thousand (50,000) consisting of Thirty Thousand (30,000) shares of class A common stock (the "Class A Common Stock") and Twenty Thousand (20,000) shares of class B common stock (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are hereinafter referred to collectively as the "Common Stock."

The holders of shares of capital stock now or hereafter outstanding shall have no pre-emptive right to purchase or have offered to them for purchase any shares of Preferred Stock, Common Stock or other equity securities issued or to be issued by the Corporation. The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are set forth in the following Sections.

Section 2. Common Stock.

A. Voting Rights. The shares of Class A Common Stock and Class B Common Stock shall have the following voting rights:

- (i) Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote upon all matters upon which shareholders have the right to vote; and
- (ii) Each share of Class B Common Stock shall have no right to vote on any issue coming before the shareholders for a vote.

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TALLAHASSEE, FL

B. Dividends and Distributions. Holders of Class A Common Stock and Class B Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor. No dividend or other distribution may be declared or paid on any share of Class A Common Stock unless a like dividend or other distribution is simultaneously declared or paid, as the case may be, on each share of Class B Common Stock, nor shall any dividend or other distribution be declared or paid on any share of Class B Common Stock unless a like dividend or other distribution is simultaneously declared or paid, as the case may be, on each share of Class A Common Stock, in each case without preference or priority of any kind. All dividends and distributions on the Class A Common Stock and Class B Common Stock payable in Common Stock of the Corporation shall be made in shares of Class A Common Stock and Class B Common Stock, respectively. In no event will shares of either class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

C. Merger. In the event of a merger of the Corporation with or into another entity (whether or not the Corporation is the surviving entity), the holders of each share of Class A Common Stock and Class B Common Stock shall be entitled to receive the same per share consideration as the per share consideration, if any, received by the holders of each share of the other class of Common Stock; provided that, if such consideration shall consist in any part of voting securities (or of options or warrants to purchase, or of securities convertible into or exchangeable for, voting securities), then the Corporation may provide in the applicable merger agreement for the holders of shares of Class A Common Stock to receive, on a per share basis, voting securities with ten (10) times the number of votes per share as those voting securities to be received by the holders of shares of Class B Common Stock (or options or warrants to purchase, or securities convertible into or exchangeable for, voting securities with ten (10) times the number of votes per share as those voting securities issuable upon exercise of the options or warrants to be received by the holders of the shares of Class B Common Stock, or into which the convertible or exchangeable securities to be received by the holders of the shares of Class B Common Stock may be converted or exchanged).

D. Liquidation. In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Class A Stock and Class B Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its shareholders, ratably in proportion to the number of shares of Common Stock held by them. In any such distribution shares of Class A Common Stock and Class B Common Stock shall be treated equally on a per share basis.

SIXTH: **BY-LAWS.**

The power to adopt, alter, amend or repeal the By-laws of the Corporation shall be vested in the Board of Directors. All matters related to the organization, management, control, voting, meetings of shareholders and directors not expressly set forth in these Amended and Restated Articles of Incorporation, may be adopted as Bylaws under the powers granted to the Board of Directors herein.

SEVENTH: In addition to any requirements of Florida law and any other provisions of these Amended and Restated Articles of Incorporation (and notwithstanding the fact that a lesser percentage may be specified by law or these Amended and Restated Articles of Incorporation), the affirmative vote of the holders of 66.67% or more of the then outstanding Class A shares of capital stock of the Corporation (a "Supermajority Vote"), shall be required to (i) alter, amend or repeal, or adopt any provision of these Amended and Restated Articles of Incorporation which is inconsistent with, any provision of Section 2 of Article V or this Article VII and (ii) approve any merger of the Corporation which would, directly or indirectly, have the effect of making changes to these Amended and Restated Articles of Incorporation that would require a Supermajority Vote if effected directly as an amendment to these Amended and Restated Articles of Incorporation.

EIGHTH: Effective Date. This certificate of Amendment will become effective upon filing (the "Effective Time").

I, the undersigned, as the duly authorized officer of Hayman-Woodward Aviation Company, for the purpose of forming a corporation under the laws of the State of Florida, do make, file and record these Amended and Restated Articles of Incorporation and do certify that the facts herein stated are true, and I hereby execute these Amended and Restated Articles as of October 17, 2018.

By: 

Carlos Leonardo Lima-Freitas, President

October 17, 2018

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

August 2, 2019
Dated _____

Signature _____


(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Robert H. Weber III

(Typed or printed name of person signing)

General Counsel

(Title of person signing)