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# POWELL CARNEY MALLER, P.A.

MARY JO CARNEY KAREN E. MALLER JAMES N. POWELL DON DOUGLAS RAMSAY ATTORNEYS AND COUNSELORS AT LAW ONE PROGRESS PLAZA, SUITE 1210 ST. PETERSBURG, FLORIDA 33701

TELEPHONE: (727) 898-9011

FACSIMILE: (727) 898-9014 mpowell@powellcarneylaw.com

October 26, 2017

www.powellcarneviaw.com

Corporate Access, Inc. 236 East 6<sup>th</sup> Avenue Tallahassee, FL 32303

VIA FEDERAL EXPRESS

Re:

Dissolution of EXECUTIVE HELICOPTER TOURS, LLC Document Number L17000186606 Incorporation of EXECUTIVE HELICOPTER TOURS, INC. New filing

Dear Sir or Madam:

Enclosed are duplicate original Articles of Dissolution for Executive Helicopter Tours, LLC. The limited liability company is being dissolved in necessity of tax planning considerations and the dissolution will not be revoked, but rather the entity will be filed as a corporation. Also enclosed is a check in the amount of \$55.00 to cover the filing fees in the amount of \$25.00 and the cost of a certified copy in the amount of \$30.00.

If the Articles of Dissolution are in order, would you please cause the certified copy to be returned to the attention of the undersigned.

Enclosed are duplicate originals of Articles of Incorporation for the above referenced corporation, together with this firm's check in the amount of \$78.75 to cover the cost of filing and one certified copy of the Articles. Please expedite filing of these Articles and return them by Federal Express for weekday delivery using the enclosed Federal Express return envelope. Please forward your statement for this service to the attention of the undersigned.

If you\have any questions, please so advise. Very truly yours, POWELL CARNEY MALLER, P.A. JNP/ceo Enclosures: James N. Powell ٠.. 1.10

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# Executive Helicopter Tours, Inc. a Florida corporation

## ARTICLES OF INCORPORATION

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 agree to the following:

### ARTICLE I Name and Address

The name of the Corporation shall be **Executive Helicopter Tours, Inc.** and its mailing address is 911 Jungle Avenue, St. Petersburg, Florida 33710. The office address is 911 Jungle Avenue, St. Petersburg, Florida 33710.

#### 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. Corporate existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

#### 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 two Directors, whose names and addresses are as follows:

 Name
 Address

 Gerhard Kalke
 911 Jungle Avenue

 Gerhard Kalke
 911 Jungle Avenue

 St. Petersburg, Florida 33710
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 Ivan Wolfson
 149 Oak Knoll Terrace

 Highland Park, Illinois 60035-5320
 14

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 Bylaws

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors 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.

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 VII Amendments

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

#### ARTICLE VIII Registered Office and Agent

The name and address of the initial registered agent of the Corporation shall be GERHARD KALKE. 911 Jungle Avenue, St. Petersburg, Florida 33710.

#### ARTICLE IX Incorporator

The name and address of the incorporator is:

Name

Gerhard G. Kalke

Address

911 Jungle Avenue St. Petersburg, Florida 33710

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Executive Helicopter Tours, Inc. a Florida corporation 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 the law of \_\_\_\_\_\_\_, 2017. Gerhard G. /Kalke STATE OF FLORIDA COUNTY OF PINELLAS The foregoing instrument was acknowledged before me this 22 day of orthogon 2017, by GERHARD G. KALKE, who Is personally known to me, or I produced a valid Florida driver's license or Ο\_\_\_\_ \_\_\_\_\_ as identification. My Commissio Notary Public (SEAL) JAMES N. POWELL Notary Public - State of Fiorida James N. Powell My Comm. Expires Jul 16, 2018 Commission # FF 136545 ACCEPTANCE I hereby agree to act as initial Registered Agent for EXECUTIVE HELICOPTER TOURS, INC., a Florida corporation, as stated in these Articles of Incorporation. Gerhard G. Kalke 2 0CT 27 AU 9: 3 W:\Lawyers\James Powell\Paralegal\CarrielActive Clients\K\Kalke\Executive Helicopter Tours, LLC\Inc\Articles of Incorporation.docx 10.23.17 (8410-3) JNP/ceo