

P22000081763

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

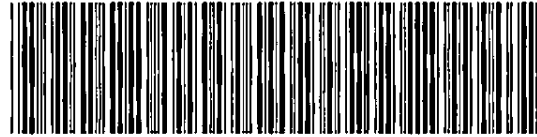
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700395842177

10/25/22--01002--018 \*\*70.00

S. CHATHAM

OCT 27 2022

RECEIVED

2022 OCT 25 PM 12:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

22 OCT 25 AM 10:36

**CORPORATE  
ACCESS,  
INC.**

*When you need ACCESS to the world*

236 East 6th Avenue, Tallahassee, Florida 32303  
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

**WALK IN**

**PICK UP:** DANNY 10/25

**CERTIFIED COPY**

**XX PHOTOCOPY**

**CUS**

**XX FILING**

**INC**

**1. VAIL AERO HOLDINGS, INC**

(CORPORATE NAME AND DOCUMENT #)

**2.**  
(CORPORATE NAME AND DOCUMENT #)

**3.**  
(CORPORATE NAME AND DOCUMENT #)

**4.**  
(CORPORATE NAME AND DOCUMENT #)

**5.**  
(CORPORATE NAME AND DOCUMENT #)

**6.**  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL  
INSTRUCTIONS:**



Corrected

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 25, 2022

CORPORATE ACCESS, INC.

SUBJECT: VAIL AERO HOLDINGS, INC.  
Ref. Number: W22000134965

We have received your document for and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6052.

Summer Chatham  
Regulatory Specialist II  
New Filing Section

Letter Number: 922A00023928

Need filed as first original  
date filed

RECEIVED  
2022 OCT 27 AM 11:40  
ALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
22 OCT 25 AM 10:36

**ARTICLES OF INCORPORATION  
OF  
VAIL AERO HOLDINGS, INC.**

**ARTICLE I**

**Name**

The name of the corporation (the "Corporation") is Vail Aero Holdings, Inc.

**ARTICLE II**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation is 3000 SW 189<sup>th</sup> Terrace, Miramar, Florida 33029.

**ARTICLE III**

**Purpose**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended (the "Act").

**ARTICLE IV**

**Duration**

The Corporation shall exist indefinitely unless sooner dissolved in accordance with the laws of the State of Florida.

**ARTICLE V**

**Registered Agent and Office**

The address of the initial registered office of the Corporation is 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301, and the name of the initial registered agent at such office (the "Registered Agent") is Registered Agent Solutions, Inc.

**ARTICLE VI**

**Capital Stock**

The Corporation shall have authority to issue a total of ten thousand (10,000) shares of common stock, no par value.

## **ARTICLE VII**

### **Bylaw Amendment**

The Board of Directors of the Corporation and the shareholders of the Corporation are each expressly authorized and empowered to adopt, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or these Articles of Incorporation.

## **ARTICLE VIII**

### **Keeping of Books**

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

## **ARTICLE IX**

### **Directors**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Bylaws of the Corporation.

The name and address of the initial directors are:

David K. Vail  
3000 SW 189<sup>th</sup> Ter  
Miramar, FL 33019

Wilson K. Vail  
15501 SW 29<sup>th</sup> St.  
Miramar, FL 33027

## **ARTICLE X**

### **Incorporator**

The name of the incorporator of the Corporation (the "Incorporator") is Marc Brown. The address of the Incorporator is 401 E. Las Olas Blvd, Suite 2000, Fort Lauderdale, Florida 33301.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
22 OCT 25 AM 10:36

## ARTICLE XI

### Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders 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 shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Act.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

[The Remainder Of This Page Intentionally Left Blank]

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
22 OCT 25 AM 10:36

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 24<sup>th</sup> day of October, 2022, and affirms that the statements made herein are true under the penalties of perjury.

/s/ Marc Brown  
Marc Brown, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Vail Aero Holdings, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

REGISTERED AGENT SOLUTIONS, INC.

By: Mackenzie Hart Mackenzie Hart  
Title: Asst. Secretary

Dated: October 24, 2022

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
22 OCT 25 AM 10:36