

P23000031449

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

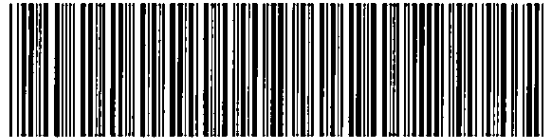
(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only



600405221406

03/30/23--01011--001 \*\*87.50

FILED  
2023 MAR 30 AM 4:12  
CLERK OF STATE  
TALLAHASSEE, FL

28

## COVER LETTER

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

SUBJECT: JetSoft, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

FROM: Van P. Geeker, Esq.  
                    Name (Printed or typed)

195 Grand Boulevard, Suite 101  
                    Address

Miramar Beach, Florida, 32550  
                    City, State & Zip

(850) 460-8000  
                    Daytime Telephone number

jhjones@lablynx.com  
                    E-mail address: (to be used for future annual report notification)

FILED  
2023 MAR 30 AM 4:12  
TALLAHASSEE, FL  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

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

## **ARTICLES OF INCORPORATION**

**OF**

**JETSOFT, INC.**

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

### **ARTICLE I**

#### **Name, Principal Office, and Mailing Address**

The name of this Corporation shall be JETSOFT, INC. and its principal office and mailing address shall be at 8531 Foxtail Loop, Pensacola, Florida 32526.

### **ARTICLE II**

#### **Nature of Business**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

### **ARTICLE III**

#### **Authorized Shares**

The Corporation shall be authorized to create and issue 1,000,000 shares of Common Stock with no par value per share. The stock of the Corporation shall be issued for each consideration as may be determined by the Board of Directors.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

### **ARTICLE IV**

#### **Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

### **ARTICLE V**

#### **Term of Existence**

The Corporation shall exist perpetually unless dissolved according to law.

FILED  
2023 MAR 30 AM 4:18  
TALLAHASSEE, FL  
STATE

**ARTICLE VI**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation in the State of Florida shall be 8531 Foxtail Loop, Pensacola, Florida 32526. The name of the initial registered agent of this Corporation at that address shall be JOHN H. JONES. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VII**  
**Initial Officers and/or Directors - Names and Street Addresses**

The initial Board of Directors shall consist of at least one person. The name and street address of each member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders and thereafter until any successors are elected are as follows:

John H. Jones – Sole Board Member  
8531 Foxtail Loop, Pensacola, Florida 32526

The Corporation shall have a President, a Secretary and a Treasurer, and may have additional assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and street addresses of the initial officers who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

John H. Jones – President, Secretary, and Treasurer  
8531 Foxtail Loop, Pensacola, Florida 32526

**ARTICLE VIII**  
**Indemnification Of Directors and Officers**

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- (1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation,

FILED  
2023 MAR 30 AM 5:12  
TALLAHASSEE, FL

against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

- (2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above upon a preliminary

determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(l) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

#### **ARTICLE IX** **Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

#### **ARTICLE X** **Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

#### **ARTICLE XI** **Incorporator**

The name and street address of the incorporator signing these Articles of Incorporation are as follows:

FILED  
2003 MAR 30 AM 4:12  
CLERK OF STATE  
TALLAHASSEE, FL

Name

Street Address

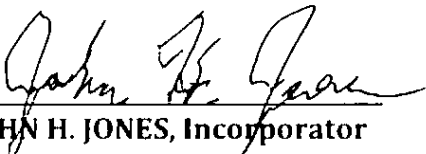
John H. Jones

8531 Foxtail Loop, Pensacola, Florida 32526

**ARTICLE XII**  
**Effective Date**

The effective date, of these Articles of Incorporation shall be April 1, 2023.

I submit this document and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Fla. Stat. 817.155.

  
JOHN H. JONES, Incorporator

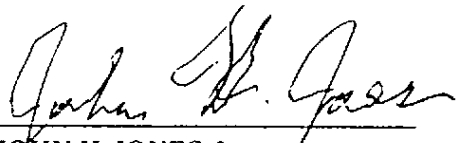
MARCH 22, 2023  
Date

**FILED**  
2023 MAR 30 AM 4:18  
TALLAHASSEE, FL  
DEPARTMENT OF STATE

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

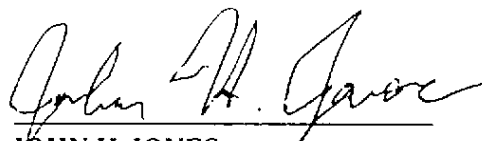
In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

**JETSOFT, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated **John H. Jones**, 8531 Foxtail Loop, Pensacola, Florida 32526, as its initial registered office and is located at said address, as its initial Registered Agent.

  
\_\_\_\_\_  
**JOHN H. JONES, Incorporator**

MARCH 22, 2023  
Date

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

  
\_\_\_\_\_  
**JOHN H. JONES**

MARCH 22, 2023  
Date

2023 MAR 30 AM 4:19  
CLERK OF STATE  
TALLAHASSEE, FL

FILED