

P94000011012

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H03000050334 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0380

From:
Account Name : ARNOLD MATHENY & EAGAN, P.A.
Account Number : I20000000141
Phone : (407) 841-1550
Fax Number : (407) 841-8746

FILED
03 FEB 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
03 FEB 13 AM 11:47
DIVISION OF CORPORATIONS

BASIC AMENDMENT

FLIGHT AVIONICS OF NORTH AMERICA, INC.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$43.75

AM + Restated
OK
2/13

H03000050334 9

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FLIGHT AVIONICS OF NORTH AMERICA, INC.**

DOCUMENT NUMBER P94000011012

**ARTICLES OF INCORPORATION ORIGINALLY FILED ON
February 7, 1994**

**The Articles of Incorporation are amended so as to amend Article III as provided below
and, as amended, are restated.**

ARTICLE I

Name, Principal Place of Business, and Duration

The name of the Corporation is Flight Avionics of North America, Inc. The principal place of business of the Corporation is 520 Virginia Drive, Orlando, Florida 32803. The duration of the Corporation is perpetual.

ARTICLE II

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of Florida.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Business Corporation Act of Florida.

ARTICLE III

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 412,500 shares, without par value, consisting of 325,000 shares of Common Stock and 87,500 shares of Class A Preferred Stock. Of the 325,000 shares of Common Stock, 87,500 shares are hereby restricted and set aside solely for conversion of Preferred Stock to such Common Stock pursuant to Article III, paragraph 3(d) and/or the issuance of such shares of Common Stock on at least a share for share basis to provide the Corporation with sufficient funds to purchase shares of Preferred Stock which have not been converted pursuant to Article III, paragraph 3(d) or repurchased as a result of the limitations provided in Article III, paragraph 3(f).

FILED
03 FEB 13 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H03000050334 9

2. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock, other than Class A Preferred Stock, are as follows:

(a) Subject to prior right of the holders of Preferred Stock to receive payment in full of dividends as and when due, the holders of the Common Stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board of Directors ratably in proportion to the number of shares of Common Stock held by them respectively.

(b) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of Preferred Stock, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(c) Each holder of Common Stock has one vote with respect to each share of stock held by him of record on the books of the Corporation on all matters voted upon by the shareholders.

(d) The designations, voting powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions of the Preferred Stock by series, class or otherwise, shall be fixed and determined by the Board of Directors in accordance with the provisions of the Business Corporation Act of Florida and these Articles of Incorporation.

3. The designations, voting powers, preferences and relative, participating optional or other special rights, and qualifications, limitations or restrictions of the Class A Preferred Stock are as follows:

(a) The holders of Class A Preferred Stock shall be entitled to vote with respect to all such shares of stock and each holder of Preferred Stock will have one vote with respect to each share of Preferred Stock held by such holder on the books of the Corporation on all matters voted upon by the shareholders.

(b) The Corporation shall pay dividends on the Class A Preferred Stock at a rate of eight percent (8%) on the value per share (the "Value") which is set by the Board of Directors as of and at the date of issuance of such shares to the initial subscriber of such shares and which Value shall be set forth on the certificates issued evidencing such shares and recorded in the

H03000050334 9

books and records of the Corporation. Dividends shall be computed on the basis of a 360 day year, 30 day month. Dividends shall be paid in cash, on a quarter annual basis, on or before March 5, June 5, September 5 and December 5 of each year. Dividends shall be fixed and cumulative and shall not bear interest.

(c) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors, the holders of Class A Preferred Stock shall be entitled to receive assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Class A Preferred Stock held by them respectively in cash or in kind equal in value to the cumulative unpaid and outstanding dividends on such shares and the Value of each share of Class A Preferred Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the Corporation of any class, shall not be deemed to be a dissolution, liquidation or winding up of the Corporation for the purposes of this paragraph.

(d) Each share of Class A Preferred Stock shall be convertible into one (1) share of Common Stock (the "Conversion Ratio") at the election of the holder of such shares at any time, if at all, prior to the date of expiration of such right of conversion, which is January 1, 2007 (the "Expiration Date"). In the event that shares of Class A Preferred Stock are not tendered by a holder for conversion on or before the Expiration Date, the right of conversion shall expire without further action of the Corporation. Any shares of Class A Preferred Stock, which are issued and outstanding after the Expiration Date, bear no right of conversion.

(e) The right of conversion shall be exercised by a holder upon tender to the Corporation of all certificates evidencing shares of Class A Preferred Stock which the holder elects to convert into shares of Common Stock, duly endorsed for cancellation and conversion. Upon receipt of such certificates the Corporation shall cause such certificates to be canceled as converted and shall issue a certificate or certificates evidencing the number of shares of Common Stock to which the holder is entitled in accordance with the Conversion Ratio. All such shares of Class A Preferred Stock as are canceled upon conversion shall be restored to the status of authorized but unissued shares.

(f) In the event any such shares of Class A Preferred Stock are not so converted into shares of Common Stock as provided above, on or before the close of business (5:00 p.m. local time) on December 31, 2007, the Corporation shall purchase from all of the holders of such shares and each of the holders of such shares shall tender to the Corporation all of such shares of Class A Preferred Stock for payment. The Corporation shall pay each of the holders who shall tender such shares an amount equal to the Value of such shares so tendered. The Board of Directors of the Corporation shall establish the date of tender and the date of payment (which shall be on or before December 31, 2007), and the process and form of documentation required to affect the tender, payment and purchase of all such shares. The Board of Directors shall take any additional action as is reasonably possible to enable the Corporation to lawfully purchase all of such shares, and, in particular, without a violation of Section 607.06401 of the Business Corporation Act of Florida as the same such section exists as of the date hereof or as such section may hereafter be amended. Notwithstanding the action of the Board of Directors or for any other reason, if the Corporation is still unable to legally purchase all of such shares, the Corporation shall purchase such of the shares,

H03000050334 9

if any, as it is legally so able to do, pro rata, from the holders of such shares. The Corporation shall be under a continuing and irrevocable obligation to purchase all of such shares of Class A Preferred Stock, which have not been so purchased, shall be purchased as soon as the Corporation is legally able to so do. Until all of such shares of Class A Preferred Stock are purchased as required by this paragraph, no dividends shall be paid on any shares of Common Stock.

4. The holders of shares of Common and Class A Preferred Stock shall vote on all matters submitted or required to be submitted to the shareholders of the Corporation as a single class of capital stock of the Corporation.

5. The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

6. Any person, upon becoming the owner or holder of any shares of the capital stock having voting rights issued by this Corporation ("shareholder"), does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE IV

Board of Directors

1. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise herein provided or reserved to the holders of Common Stock in the By-Laws of the Corporation.

2. (a) The number of members of the Board of Directors will be fixed from time to time by resolution of the Board of Directors, but (subject to vacancies) in no event may there be less than one (1) director. Each director shall serve until the next annual meeting of shareholders.

(b) Subject to the provisions of a Shareholders' Agreement or any By-Law provision which may provide otherwise, if any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE V

Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Section 607.0901 of the Business Corporation Act of Florida as the same such section exists as of the date hereof or as such section may hereafter be amended.

H03000050334 9

ARTICLE VI

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE VII

Voting

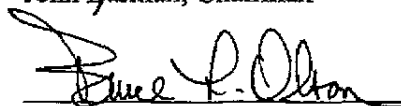
The holders of eighty five percent (85%) or more of the issued and outstanding shares of Common and Preferred Stock of the Corporation shall constitute a quorum of the shareholders of the Corporation and shall be required to act on any matter which is required to be submitted to the shareholders for their approval, authorization, ratification or consent, including but not limited to, the election of Directors, amendment of these Articles of Incorporation and the merger or consolidation of the Corporation or the sale of its assets, as required by the Business Corporation Act of Florida, or with respect to any other action, as otherwise provided by law, requiring shareholder approval, authorization, ratification or consent.

**CERTIFICATE
OF
AMENDMENT AND RESTATEMENT**

The undersigned officers of Flight Avionics of North America, Inc., a Florida corporation, do hereby certify and attest that by Action by Written Consent, the Board of Directors and Shareholders of the Corporation unanimously voted and consented to amend and, as amended, restate Articles I through VII, inclusive, of the Articles of Incorporation of Flight Avionics of North America, Inc. as set forth in the Amended and Restated Articles of Incorporation dated this date and executed by the Chairman and Secretary of the Corporation.

Dated: February 12, 2003



John Barman, Chairman

Bruce Olson, Secretary