

P95000018944

**POWELL, CARNEY, MOORE, HUCKS & OLSON, P.A.**

MARY JO CARNEY  
BRIAN T. FITZGERALD  
JOEL B. GILES  
UTA S. GROVE  
JOHN CURTIS HUCKS  
S. HELEN MOORE  
STEWART O. OLSON  
JAMES N. POWELL  
DON DOUGLAS RAMSAY

ATTORNEYS AT LAW  
BARNETT TOWER  
ONE PROGRESS PLAZA, SUITE 1210  
ST. PETERSBURG, FLORIDA 33701

MAILING ADDRESS  
POST OFFICE BOX 1689  
ST. PETERSBURG, FLORIDA 33731-1689

TELEPHONE:  
(813) 898-9011

FACSIMILE:  
(813) 898-9014

February 21, 1995

Florida Department of State  
DIVISION OF CORPORATIONS  
Post Office Box 6327  
Tallahassee, Florida 32314

5.00001414725  
-02/24/95--01050--002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: <sup>Helicopters</sup> Newport Aviation ~~of Florida~~, Inc.

Dear Sir:

Enclosed are duplicate original Articles of Incorporation for the above referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover filing fees in the amount of \$35.00, cost for a certified copy in the amount of \$52.50 and cost for designation of registered agent in the amount of \$35.00.

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

Thank you for your assistance and cooperation.

EFFECTIVE DATE  
3-1-95

Very truly yours,

POWELL, CARNEY, MOORE,  
HUCKS & OLSON, P.A.

James N. Powell

JNP/lj  
Enclosures: a/s  
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FILED  
95 MAR -8 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W95-4277  
502

3/8/95-DMC

**POWELL, CARNEY, MOORE, HUCKS & OLSON, P.A.**

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(813) 898-9011

FACSIMILE:  
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March 6, 1995

Florida Department of State  
Division of Corporations  
Attn: Ms. Brendolyn Bruton, Corporate Specialist  
Post Office Box 6327  
Tallahassee, FL 32314

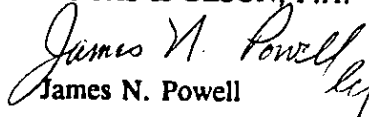
Re: Newport Aviation Helicopters, Inc., f/k/a Newport Aviation of Florida, Inc.  
Reg. Number W95000004277  
Letter Number 695A00008559

Dear Ms. Bruton:

Enclosed are duplicate originals of the Articles of Incorporation for the above referenced corporation. These Articles have been prepared as a substitution for the Articles of Incorporation described in the above referenced letter. If your review of these Articles finds them to be in order, please cause them to be filed and a copy returned to the attention of the undersigned.

Very truly yours,

POWELL, CARNEY, MOORE,  
HUCKS & OLSON, P.A.

  
James N. Powell

JNP/lj  
Enclosures: a/s  
C:\WP51\COX\COX.1620



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 24, 1995

JAMES N. POWELL, ESQ.  
P.O. BOX 1689  
ST. PETERSBURG, FL 33731-1689

SUBJECT: NEWPORT AVIATION OF FLORIDA, INC.  
Ref. Number: W95000004277

We have received your document for NEWPORT AVIATION OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 695A00008559

ARTICLES OF INCORPORATION  
OF  
NEWPORT AVIATION HELICOPTERS, INC.

**FILED**  
95 MAR -8 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 agrees to the following:

ARTICLE I  
Name and Address

EFFECTIVE DATE

3-1-95

The name of the Corporation shall be NEWPORT AVIATION HELICOPTERS, INC. and its mailing address is 28100 U.S. 19 North, Suite 509, Clearwater, Florida 34621.

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 March 1, 1995, 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 100 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 (2) Directors, whose names and addresses are as follows:

Name	Address
Edward Mauldin	28100 U.S. 19 North, Suite 509 Clearwater, FL 34621
Stephen E. Cox	28100 U.S. 19 North, Suite 509 Clearwater, FL 34621

**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**

**Section 1.** The street address of the initial registered office of the Corporation shall be 28100 U.S. 19 North, Suite 509, Clearwater, Florida 34621.

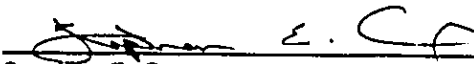
**Section 2.** The name of the initial registered agent of the Corporation located at said address shall be Stephen E. Cox.

**ARTICLE IX**  
**Incorporator**

The name and address of the incorporator is:

Name	Address
Stephen E. Cox	28100 U.S. 19 North, Suite 509 Clearwater, FL 34621

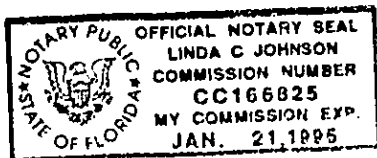
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1<sup>st</sup> day of March, 1995.

  
\_\_\_\_\_  
Stephen E. Cox

STATE OF FLORIDA                     )  
COUNTY OF PINELLAS            )

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March, 1995, by STEPHEN E. COX, who ☒ is personally known to me or ☐ has produced \_\_\_\_\_ as identification and who ☐ did ☐ did not take an oath.

My Commission Expires:

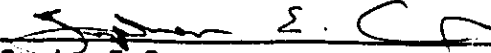


  
\_\_\_\_\_  
Notary Public (SEAL)

Linda C. Johnson  
\_\_\_\_\_  
(Print Name of Notary Public on this line)

ACCEPTANCE

I hereby accept to act as initial Registered Agent for NEWPORT AVIATION  
HELICOPTERS, INC., as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
Stephen E. Cox

FILED  
95 MAR -8 PM 12:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA