

# P45000024258

3/24/95

## FLORIDA DIVISION OF CORPORATIONS

3:39 PM

### PUBLIC ACCESS SYSTEM

((H95000003431)))

### ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: GEBHARDT & WHITE

DEPARTMENT OF STATE

2500 N TAMiami TRAIL

STATE OF FLORIDA

PO BOX 9050 SUITE 205

409 EAST GAINES STREET

NAPLES FL 33940-0000

TALLAHASSEE, FL 32399

CONTACT: STEPHNE L WATTS

FAX: (904) 922-4000

PHONE: (813) 649-7777

FAX: (813) 434-7767

((H95000003431)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AEROJET AVIATION, INC.

FAX AUDIT NUMBER: H95000003431

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/24/1995

TIME REQUESTED: 15:39:40

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 1

NUMBER OF PAGES: 3

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$78.75

ACCOUNT NUMBER: 071160001562

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3/24/95

## FLORIDA DIVISION OF CORPORATIONS

3:41 PM

### PUBLIC ACCESS SYSTEM

((H95000003432)))

### ELECTRONIC FILING COVER SHEET

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FROM: GEBHARDT & WHITE

DEPARTMENT OF STATE

2500 N TAMiami TRAIL

STATE OF FLORIDA

PO BOX 9050 SUITE 205

409 EAST GAINES STREET

NAPLES FL 33940-0000

03/27/95

09:48

GEHARDT & WHITE

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H95000003431

FILED  
MAR 27 AM 11:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

002

## ARTICLES OF INCORPORATION

OF

AEROJET AVIATION, INC.

The undersigned, being a natural person of the age of twenty-one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Fla. Stat. Ch. 607, as amended, does hereby adopt the following Articles of Incorporation.

### ARTICLE I

The name of the Corporation is AEROJET AVIATION, INC., and the street and mailing address of the Corporation is 240 Aviation Drive North, Naples, Florida 33942.

### ARTICLE II

The street address of the initial registered office of the corporation shall be 240 Aviation Drive North, Naples, FL 33942, and the initial registered agent at that address shall be Lisa M. Stetson.

### ARTICLE III

The capital stock of the Corporation will consist of 7,000 shares of common stock, par value \$1.00 per share.

### ARTICLE IV

The name and address of the incorporator is as follows:

David B. Stetson  
240 Aviation Drive North  
Naples, FL 33942

### ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified are:

David B. Stetson  
240 Aviation Drive North  
Naples, FL 33942

Anand K. Nair  
1763 Klear Drive  
Concord CA 94518

Fax Audit Number:  
H95000003431

Prepared By: Gebhardt & White, P  
John P. White  
2500 Tamiami Trail N., #112  
Naples, FL 33940 (813) 649-77  
Bar No. #170000

Fax Audit Number:  
H95000003431

Joseph Y. Yu  
8009 Middlewood Place  
Springfield, VA 22153

Robert J. DeStefano  
7390 Peppermill Ln.  
Memphis TN 38125

Timothy J. Minion  
2541 Broadmoor Ct.  
Snellville, GA 30278

#### ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

#### ARTICLE VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

#### ARTICLE VIII

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

#### ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, 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 which have reference to or affect corporations, such securities, or such person 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 X

Each director or officer, or former director or officer of this Corporation and his legal representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation

Fax Audit Number:  
H95000003431

Prepared By: Gebhardt & White, P.A  
John P. White  
2500 Tamiami Trail N., #112  
Naples, FL. 33940 (813) 649-7777  
Bar No. #170000

83/27/95

09:49

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NO. 750

004

Fax Audit Number:  
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in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

#### ARTICLE XI

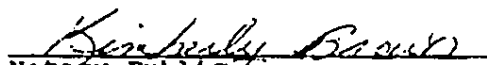
No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

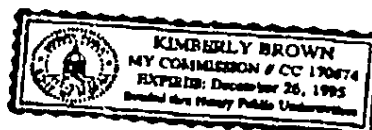
IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation on this December 12, 1994.



David B. Stetson, Incorporator

Sworn to and subscribed before me in Collier County, Florida  
on this January 10, 1995.

  
Notary Public  
My Commission Expires



Prepared By: Gebhardt & White,  
John P. White  
2500 Tamiami Trail N., #112  
Naples, FL. 33940 (813) 649-7  
Bar No. #170000

Fax Audit Number:  
H95000003431

03/27/95 09:50 GEBHARDT & WHITE

NO. 750 005

Fax Audit Number:  
H95000003431

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


AEROJET AVIATION, INC.

2. The name and street address of the registered agent and registered office is:

David B. Stetson  
240 Aviation Drive North  
Naples, FL 33942

Dated this January 10, 1995

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

  
\_\_\_\_\_  
David B. Stetson

Dated this January 10, 1995.

FILED  
MAR 27 AM 11:59  
TAMPA, FLORIDA

Fax Audit Number:  
H95000003431

Prepared By: Gebhardt & White, P.A  
John P. White  
2500 Tamiami Trail N., #112  
Naples, FL. 33940 (813) 649-777  
Bar No. #170000

P95000024258

FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 30, 1996

AEROJET AVIATION, INC.  
240 AVIATION DRIVE NORTH  
NAPLES, FL 33942

SUBJECT: AEROJET AVIATION, INC.  
Ref. Number: P95000024258

Debit Memo #: 14596-A

This is to inform you that check #1075 in the amount of \$225.00 submitted with the annual report for AEROJET AVIATION, INC. has been returned by your bank because of NSF.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$240.00 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 30, 1996 and a reinstatement fee of an additional \$385 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (904) 487-6057.

Pat Bailey  
Accountant I

Letter Number: 196A00041038

P95000024258

300001943733  
-09/10/96--01136--002  
\*\*\*\*240.00 \*\*\*\*240.00

September 10, 1996

REPLACEMENT FEE 1996

ANNUAL REPORT: AEROJET AVIATION,  
INC.

DEBIT MEMO: # 14596-A

CHECK #: 1075