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C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

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****122.50 ****122.50

Capital Cargo International Airlines, Inc

☒ Profit - *Holds.*

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☒ Certified Copy

☐ Photo Copies

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222-1092

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D. BROWN SEP - 1 1995

**ARTICLES OF INCORPORATION
OF
CAPITAL CARGO INTERNATIONAL AIRLINES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is CAPITAL CARGO INTERNATIONAL AIRLINES, INC.

ARTICLE II - NATURE OF BUSINESS

The Corporation is organized for the purpose of transacting any and all lawful business and shall have those powers generally conferred by Florida Statutes upon corporations organized in this state, and in addition to but not in limitation of such powers, shall also have the power:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands or interests in lands and any buildings or other structures, at any time owned or held by the Corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the Corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers or corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of the Corporation or calculated to facilitate the same.

(g) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(h) To engage in any and all lawful businesses, trades, occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of capital stock of all classes which the Corporation shall have the authority to issue is 1,050,000 shares, divided into two classes, of which 1,047,000 shares shall be designated Class A Common Stock, par value \$.001 per share, and 3,000 shares shall be designated Class X Common Stock, par value, \$.001 per share.

The holders of Class A Common Stock shall be entitled to one (1) vote per share and, except as otherwise required by law, shall vote together with the holders of the Class X Common Stock and of any other class or series of stock which may similarly be entitled to vote with the holders of Class X Common Stock, as a single class upon all matters upon which shareholders are entitled to vote.

The holders of Class X Common Stock shall be entitled to one thousand (1,000) votes per share and, except as otherwise required by law, shall vote together with the holders of the Class A Common Stock and of any other class or series of stock which may similarly be entitled to vote with the holders of the Class A Common Stock, as a single class upon all matters upon

which shareholders are entitled to vote.

Any shares of Class X Common Stock sold, assigned or otherwise transferred by an original holder thereof, other than to another original holder of shares of Class X Common Stock, shall, as the date of such sale, assignment or other transfer, be automatically converted into shares of Class A Common Stock.

Except as hereinabove provided, all dividend, liquidation, preference and other rights of holders of the Class A Common Stock and Class X Common Stock shall be identical.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of the Corporation at any regular or special meeting.

ARTICLE IV - COMMENCEMENT AND TERM OF EXISTENCE

The Corporation shall have perpetual existence. These Articles of Incorporation shall be effective and the Corporation's existence shall commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE V - ADDRESS

The initial street and mailing address of the principal office of the Corporation is to be at 9675 Tradeport Drive, Orlando, Florida 32827-5363. The Board of Directors may from time to time designate such other address and place for the principal office of the Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may thereafter be increased or diminished from time to time pursuant to resolutions duly adopted by the shareholders of the Corporation. The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the Corporation with or without cause.

ARTICLE VII - INITIAL DIRECTORS

The name and address of the initial director who shall hold office until his successors are elected and have qualified, is as follows:

Marshall S. Harris
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

ARTICLE VIII - INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

Marshall S. Harris
255 South Orange Avenue, Suite 800
Orlando, Florida 32801

ARTICLE IX - INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation is Marshall S. Harris whose address is 255 South Orange Avenue, Suite 800, Orlando, Florida 32801.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be reserved to and vested in the directors of the Corporation.

ARTICLE XI - INDEMNIFICATION

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the Corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of shareholders that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an

undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this section.

B. The Corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

C. The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

D. In addition to the indemnification provided for herein, the Corporation shall have the power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

E. If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the Corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

ARTICLE XII - RESTRICTIONS ON STOCK TRANSFERS

All of the issued and outstanding shares of the Corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the Corporation. A copy of any such agreement shall be kept on file with the Secretary of the Corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the Corporation at reasonable times during business hours. Any transfer of stock in the Corporation in violation of any such agreement effectively restricting such transfer shall be void.

IN WITNESS WHEREOF, the undersigned has hereunto signed and acknowledged the foregoing Articles of Incorporation under the laws of the State of Florida, on the date set forth next to his signature.

Marshall S. Harris
Marshall S. Harris
Incorporator

August 3, 1985
Date

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR
SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act:

CAPITAL CARGO INTERNATIONAL AIRLINES, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as Registered Agent, Marshall S. Harris and Registered Office at 255 South Orange Avenue, Suite 800, Orlando, Florida 32801, to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open such office.

Marshall S. Harris

Marshall S. Harris
Registered Agent

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