

**P96000028313**

**SLAYMAKER AND NELSON, P.A.**

Attorneys at Law  
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In Reply Please Respond To:

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March 21, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300001756943  
-03/26/96--01036--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: WIND N WINGS, INC.

To Whom It May Concern:

Please find enclosed, for filing with your office, Articles of Incorporation and Designation of Resident Agent for WIND N WINGS, INC.. Our check in the amount of \$122.50 representing the filing fee, certified copy and registered agent designation is also enclosed.

Thank you for your attention in this regard and should you have any questions please contact us.

Cordially,  
SLAYMAKER AND NELSON, P.A.

BY: John A. Nelson  
John A. Nelson, Esquire

JAN/saw

Enclosures: as stated

FILED  
MAR 25 AM 9:35  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**WIND N WINGS, INC.**

The undersigned, acting as the incorporator of WIND N WINGS, INC., under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME OF CORPORATION**

The name of the Corporation is WIND N WINGS, INC.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporations authorized to have outstanding at any time is ONE THOUSAND (1,000) shares of common stock, each having a par value of ONE DOLLAR (\$1.00) per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the Board of Directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. PREEMPTIVE RIGHTS**

Each holder of common stock of this corporation shall have the first right (subject to adjustment to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares of common stock held at the time of the issue bears to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty (30) days of his receipt of a written notice from the corporation inviting him to exercise the right. A holder of common stock shall not have, solely because of his holdings of common stock, a right to purchase shares of preferred stock that may be issued. A holder of preferred stock shall not have, solely because of his holdings of preferred stock, a right to purchase shares of any class that may be issued by the corporation.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 2218 Highway 44 West, Inverness, Florida 34465 and the name of the corporation's initial registered agent at that address is John A. Nelson, Esq.

The street address of the principal office of the corporation is 3850 E. Gulf to Lake Highway, Inverness, Florida.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but never shall be less than one. The names and addresses of the initial directors are:

<u>NAME</u>	<u>Address</u>
Richard Coffill	4425 N. Amarillo Drive Beverly Hills, FL 34465
Elizabeth Coffill	4425 N. Amarillo Drive Beverly Hills, FL 34465
Janet Shirley	980 N. Leisure Pt. Inverness, FL 34453

#### ARTICLE VIII. INCORPORATOR

The name and address of the incorporator is as follows:

John A. Nelson, Esquire  
SLAYMAKER AND NELSON, P.A.  
2218 Highway 44 West  
Inverness, FL 34453

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and assigns to those persons designated by the Board of Directors any rights he may have as an incorporator to acquire any of the capital stock of this corporation, assignment becoming effective on the date corporate existence begins.

The corporation's principal office is 3850 E. Gulf to Lake Highway, Inverness, Florida.

#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and also in the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the

shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Inverness, Florida, this 20 day of March, 1996.

John A. Nelson  
John A. Nelson, Esquire

STATE OF FLORIDA  
COUNTY OF CITRUS

Before me, the undersigned authority, personally appeared John A. Nelson, who is to me well known to be the person described and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Inverness in said county and State this 20th day of March, 1996

Shirley A. Williams  
Notary Public, State of Florida  
My Commission Expires: 8/15/99



SHIRLEY A. WILLIAMS  
My Commission CC488699  
Expires Aug. 15, 1999

FILED  
MAR 25 1968  
FBI - TAMPA  
MAR 25 1968  
MAR 25 1968

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

WIND N WINGS, INC.

Pursuant to Section 607.0501, Florida Statutes, WIND N WINGS, INC., desiring to organize under the laws of the State of Florida, has named John A. Nelson, Esq., located at GLAYMAKER AND NELSON, P.A., 2218 Highway 4 West, Inverness, Florida 34453, as its agent to accept service of process within this state.

Having been named to accept service of process for the above corporation at the place designated in this certificate, I hereby accept appointment in such capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open said office. I further certify that I am familiar with, and accept, the obligations provided for in Section 607.0505, Florida Statutes.

John A. Nelson  
John A. Nelson, Esquire