

P96000030487

Thomas P. George  
Requestor's Name

1104 W. 11th Street, Ft. Lauderdale  
Address

Rockledge, FL 32953  
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (If known):

1. Elite Air Charter, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #) *W96-701*

Walk in  Pick up time \_\_\_\_\_

Mail out  Will wait  Photocopy

Certified Copy  
 Certificate of Status

NEW FILINGS	
X	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

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-03/26/96--01170--017  
\*\*\*\*122.50 \*\*\*\*122.50

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

EFFECTIVE DATE  
*3-25-96*

96 MAR 26 PM 1:29  
SECTION 174 STATE  
TALLAHASSEE, FLORIDA

FILED

Examiner's Initials

*Dmc 4/2/96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Martham  
Secretary of State

April 2, 1996

THOMAS P. GOONEN  
1904 WOODHAVEN CIRCLE #12  
ROCKLEDGE, FL 32955

SUBJECT: ELITE AIR CHARTER, INC.  
Ref. Number: W96000007083

We have received your document for ELITE AIR CHARTER, 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 registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

When your document is returned, the filing date and effective date shall be the same as stamped on your document.

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) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 796A00015027

FILED

ARTICLES OF INCORPORATION OF

96 MAR 26 PM 1:29

ELITE AIR CHARTER, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, each with the capacity to contact, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended (the "Act").

EFFECTIVE DATE

ARTICLE 1. NAME

3.25.96

The name of this corporation shall be Elite Air Charter, Inc.

ARTICLE 2. DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these articles.

ARTICLE 3. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of private and commercial aviation; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated under the Act, including qualifying for certain tax or retirement advantages available to general corporations.

The corporation shall have all the powers specified in Section 607.011 of the Act.

#### ARTICLE 4. STOCK

The corporation shall have authority to issue 1,000 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

#### ARTICLE 5. PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

ARTICLE 6 . INITIAL & PRINCIPAL REGISTERED OFFICE AND AGENT

The street address of the principal business office of this corporation is 1401 General Aviation Drive, Melbourne, Florida 32935 and the name of the initial registered agent of the corporation and address is Thomas Patrick Goonen, 1904 Woodhaven Circle, #12 Rockledge, Florida 32955.

ARTICLE 7 . DIRECTORS

The initial Board of Directors shall consist of One (1) member. The name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successor be elected and qualify, or until their earlier resignation, removal from

office or death, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Patrick Goonen	1904 Woodhaven Circle #12 Rockledge, Florida 32955

#### ARTICLE 8. INCORPORATORS

The name and addresses of the incorporator of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas Patrick Goonen	1904 Woodhaven Circle #12 Rockledge, Florida 32955

#### ARTICLE 9. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION

9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Directors.

9.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of the corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director, individually or jointly with others, may be a party to or may be interested in the contract or transaction; and each person who may become a director of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with the corporation for the benefit of himself or any firm or corporation in which he may be interested.

9.4 Compensation of Directors. The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

IN WITNESS WHEREOF, the undersigned, being the incorporators of the corporation, executed these Articles of Incorporation and certified to the truth of the facts herein stated, on the dates and places indicated below.

Thomas P. Goonen  
re Dr. Lerner

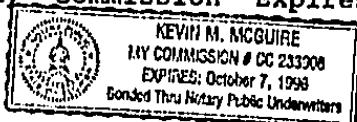
STATE OF FLORIDA }  
COUNTY OF Brevard }

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgements, personally appeared Thomas Patrick Goonen, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledge before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 25<sup>th</sup> day of March, 1996.

OK - P.M.G./CS  
NOTARY PUBLIC

My Commission Expires: Oct 7 1996



I have been designated as Registered Agent in the above Articles. Simultaneously, I hereby accept the appointment Registered Agent.

Thomas P. Goonen