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ARTICLES OF INCORPORATION
OF
AIR SERVICES OF CHARLOTTE COUNTY, INC.

ARTICLE ONE: NAME

The name of the corporation shall be AIR SERVICES OF CHARLOTTE COUNTY, INC.

ARTICLE TWO: PRINCIPAL OFFICE

The street address of the initial registered office of the corporation is 125 Roselle Court, Port Charlotte, Florida 33952. The name of the initial registered agent of the corporation is RICHARD ADOMATIS.

ARTICLE THREE: PURPOSES

The purposes for which the corporation is formed are:

A. To own, lease, operate, and maintain an aircraft exclusively for the use, pleasure, entertainment, and recreation of its members.

B. To do anything necessary and proper for the accomplishment of any purposes set forth in Chapter 617, Florida Statutes.

C. The corporation is organized and operated exclusively for the above-stated purposes, and for other non-profit purposes. No part of any net earnings shall inure to the benefit of any private member.

ARTICLE FOUR: POWERS

In furtherance of the objectives described above, but not limited to these, the corporation shall have the power, insofar as such power is conferred, or is not limited, by law, to make and perform contracts for any lawful purpose and to acquire, own, hold, operate, and maintain such property as to effectuate its purposes.

ARTICLE FIVE: MEMBERSHIP

A. The corporation shall have one class of members only. All voting rights and other rights, interests, and privileges of each member shall be equal.

B. The rights and privileges of members, their liability for dues and assessments, and the termination and transfer of membership shall be as stated in the bylaws.

ARTICLE SIX: GOVERNING BODY

The powers of the corporation shall be exercised and its property controlled by a Board of Directors with a minimum of one director and a maximum of four directors. The number of directors may be increased or decreased from time to time by amendment of the bylaws. The qualifications, the time and manner of election, the terms, and duties of office and the manner of filling vacancies shall be set forth in the bylaws.

ARTICLE SEVEN: INITIAL DIRECTOR

The name and residence of the person who will serve as the initial Director of the corporation until his successor is elected and qualified is as follows:

RICHARD ADOMATIS
125 Roselle Court
Port Charlotte, FL 33952

ARTICLE EIGHT: OFFICERS

A. Elective officers. The officers of the corporation shall be president, vice president and a secretary/treasurer. Other offices and officers may be established or appointed by members of the corporation at the regular annual meeting. The qualifications of, the time and manner of electing, the duties of, the terms of office of, and the manner of removing officers shall be set forth in the bylaws.

ARTICLE NINE: AMENDMENTS TO ARTICLES

These articles may be amended or repealed, in whole or in part, only by majority vote of the members at a duly organized meeting of the membership.

ARTICLE TEN: BYLAWS

Bylaws will be hereafter adopted. Such bylaws may be amended or repealed, in whole or in part, in the manner provided in such bylaws, and the amendments to the bylaws shall be binding on all members, including those who may have voted against them.

ARTICLE ELEVEN: DISSOLUTION

The corporation shall be dissolved and its affairs wound up by a majority vote of the corporation's voting members or when the objectives for which the corporation is organized have been fully accomplished.

ARTICLE TWELVE: DISTRIBUTION OF PROPERTY ON DISSOLUTION

In the event of dissolution, property of the corporation shall be distributed to the members in equal shares after deduction for any amounts owed the corporation by the member.

IN WITNESS WHEREOF, the undersigned, has executed these Articles of Incorporation this 17 day of June, 1996.

Witnesses:

Richard Adomatis

Nancy L. Elliott

Richard Adomatis
Richard Adomatis

STATE OF FLORIDA:
COUNTY OF CHARLOTTE:

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared RICHARD ADOMATIS to me known to be the person described as subscriber or incorporator or who produced a Florida Driver's License as identification, and who executed the foregoing Articles of Incorporation, and he acknowledged that he executed the same for the purposes therein stated, and did not take an oath.

WITNESS my hand and official seal in the State and County aforesaid this 17th day of June, 1996.

NOTARY PUBLIC:

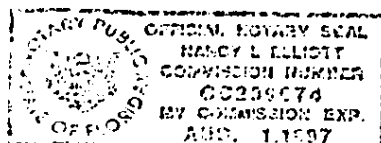
Nancy L. Elliott
Sign

Nancy L. Elliott
Print Name

My commission expires:

WILKINS, FROHLICH,
JONES, HEVIA,
RUSSELL & SUTTER
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
PORT CHARLOTTE, FLORIDA

(Seal)



**CERTIFICATE DESIGNATING A REGISTERED AGENT AND REGISTERED OFFICE
FOR THE SERVICE OF PROCESS.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

AIR SERVICES OF CHARLOTTE COUNTY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 125 Roselle Court, Port Charlotte, County of Charlotte, State of Florida, has designated RICHARD ADOMATIS, whose street address is 125 Roselle Court, Port Charlotte, County of Charlotte, State of Florida, as its agent to accept service of process within this state.

AIR SERVICES OF CHARLOTTE COUNTY, INC.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Richard Adomatis