ATTORNEYS AT LAW

4432 NW 23RD AVE., SUITE 9 GAINESVILLE, FL 32606 (352) 378-5800

THOMAS W. DAVIS FLORIDA BAR CERTIFIED WORKERS' COMPENSATION ATTORNEY GARY L. FERNANDES, SR. THOMAS S. SHIGO, JR.

December 30, 1996

JOY MOON-FRENCH, CORPORATE SPECIALIST SECRETARY OF STATE DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSEE, FLORIDA 32314

700002053937---8 -01/10/97--01058--013 \*\*\*\*\*70.00 \*\*\*\*\*70.00

Flying Professionals, Inc. Letter No. 996A00053358

Dear Ms. Moon-French

Enclosed please find the following documents:

ATEMATA 1.1223 - 6 8

- Articles of Dissolution by Directors of Flying Professionals, Inc., a not for profit corporation incorporated August 12, 1996;
- Affidavit of Rodger D. Powell releasing the name of Flying 2. Professionals, Inc.;
- Original Articles of Incorporation of Flying Professionals, Inc., a "for profit" corporation; and
- Check in the amount of \$70.00 for the necessary filing fee for 4. the incorporation.

Please file these documents and provide a letter with the date of incorporation. Thank you for your assistance and if you have any questions please call my office.

Sincerely,

DAVIS & FERNANDES, SR., P.A.

GARY L. FERNANDES,

originally incorporated as a non-profit in error GLF/np

Enclosures:

as noted above

Jorn. Profit

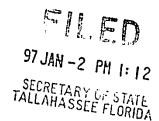
#### **AFFIDAVIT**

STATE OF FLORIDA COUNTY OF ALACHUA

BEFORE ME personally appeared RODGER D. POWELL, who, after first being duly sworn, deposes and states:

- 1. That I am the incorporator and director of FLYING PROFESSIONALS, INC., a not for profit corporation of the State of Florida.
- 2. That FLYING PROFESSIONALS, INC. was issued Florida Department of State letter number 496A00038233 and incorporated on the 12th of August, 1996.
- 3. That the Articles of Dissolution by the Directors of FLYING PROFESSIONALS, INC. were filed \_\_\_\_\_\_\_\_, 1997.
- 4. That the corporate name FLYING PROFESSIONALS, INC. is hereby released and any other corporation filing Articles of Incorporation in the State of Florida may use this name.

				<del>-</del>
	5.	FURTHER	AFFIANT SAITH	NAUGHT.
			RC	DGER D. POWELL
of _	Swor	n to (or e	affirmed) and s	subscribed before me this $29^{4}$ day, by RODGER D. POWELL.
( S	EAI	1) 2 4 5 C	IORMA J. PETROCZY OMMISSION # CC 578229 EXPRES SEP 24, 2000 BOMDED THRU TLANTIC BONDING CO., INC.	Notary Public, State of Florida Norma J. Petroczy



# ARTICLES OF INCORPORATION OF **FLYING PROFESSIONALS, INC.**

### **ARTICLE I**Name and Place of Business

Name and Place of Business. The name of this Corporation is FLYING PROFESSIONALS, INC. with its principal place of business at 2011 S.W. 75th Terrace, Gainesville, Florida 32607.

### ARTICLE II Duration

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

# ARTICLE III Purpose and Nature of Business

The purpose for which this Corporation is organized and the general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

# ARTICLE IV Capital Stock

Authorized Capital. The authorized capital stock of this Corporation shall consist of 1,000 shares of common stock having a par value of \$1.00 per share.

# ARTICLE V Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 2011 S.W. 75th Terrace, Gainesville, Florida 32607, and the name of the initial registered agent of this Corporation at that address is RODGER POWELL.

#### ARTICLE VI

#### **Directors**

- (a) <u>Number</u>. This Corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than three.
- (b) <u>Initial Directors</u>. The name and street address of the members of the first Board of Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Rodger D. Powell	2011 S.W. 75th Terrace
_	Gainesville, Florida 32607
Carl P. Eason	107-C Edwards Road
	Starke, Florida 32091
Catherine M. Powell	2011 S.W. 75th Terrace
	Gainesville, Florida 32607

- (c) <u>Election of directors.</u> The election of all subsequent directors shall be as stated in the By-Laws adopted by this corporation.
- (d) <u>Compensation</u>. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of this Corporation may also serve this Corporation in any other capacity and receive compensation therefor in any form.
- (e) <u>Indemnification</u>. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VII Restraint on Alienation of Shares

No shareholder of this Corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this Corporation.

# ARTICLE VIII Bylaws

The initial bylaws of this Corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

# ARTICLE IX Incorporator

The street address of the incorporator of this Corporation is 2011 S.W. 75th Terrace, Gainesville, Florida 32607, and the name of the incorporator of this Corporation is Rodger D. Powell.

# ARTICLE X Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator had ay of October, 1996.	s executed these Articles this 29/3.  RODGER D. POWELL				
STATE OF FLORIDA ]					
COUNTY OF ALACHUA					
The foregoing instrument was acknowledged be	efore me by ROGER D. POWELL.				
on this 29th day of October, 1996.					
	9				
	Norma & Telion				
(SEAL) NORMA J. PETROCZY	Printed Name: NORMA J. PETROCZY				
EXPIRES SEP 24, 2000	Notary Public, State of Florida				
ATILANTIC TONDING CO., INC.					
	Personally known ()				
<b>.</b>	or Produced Identification (X)				
Type of Identification	Produced Sta We				

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in these Articles of Incorporation, 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.

RODGER D. POWELL Dated: 10/19/26