

P97000039493

Requestor's Name

CLAUDE CONWEN  
2729 FLIGHTLINE AVE  
SANFORD FL 32773

Office Use Only

R(S), (if known):

EFFECTIVE DATE  
4-30-97

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

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

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

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

W97-9513

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer, Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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-07/21/97-00141 701  
\*\*\*\*122.50 \*\*\*\*122.50

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00625

97 MAY -2 PM 3:47

5-2-97

Examiner's Initials

Y.W.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 24, 1997

CLAUDE CONNER  
2729 FLIGHTLINE AVE.  
SANFORD, FL 32773

SUBJECT: WINGS OF EAGLES, INC.  
Ref. Number: W97000009513

We have received your document for WINGS OF EAGLES, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6052.

Vickie Whittfield  
Corporate Specialist

Letter Number: 597A00021151

**APRIL 29, 1997**

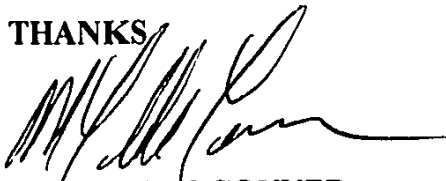
**TO: VICKY WHITFIELD**

**FROM: M. CLAUDE CONNER**

**I FILED FOR CORP. NAME "WING OF EAGLES" AND WAS  
REJECTED**

**I AM PRESENTLY FILING FOR "WINGS OF EAGLES USA"**

**THANKS**

A handwritten signature in black ink, appearing to read 'M. Claude Conner', with a long horizontal flourish extending to the right.

**M. CLAUDE CONNER**

**EFFECTIVE DATE**  
4-30-97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
97 MAY -2 PM 3:47

**ARTICLES OF INCORPORATION**

**OF**

**Wings Of Eagles USA, Inc.**

The undersigned, acting as an incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I. CORPORATE NAME**

The name of the corporation is: **Wings Of Eagles USA, Inc.**

**ARTICLE II. PRINCIPLE OFFICE**

The principle address of the corporation is: Wings Of Eagles USA, Inc., Orlando-Sanford Airport, 2729 Flight Line Ave, Sanford, Florida 32773.

[p] 407-322-6223 [f] 407-322-2067

**ARTICLE III. TERM OF EXISTENCE**

The period of duration of the corporation is perpetual, which existence shall commence upon the subscription and acknowledgement of these Articles of Incorporation.

**ARTICLE IV. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation shall be as follows:

- (a) To carry on any business allowable under Florida law.
- (b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description.
- (c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states, districts, territories, countries or colonies.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (f) To acquire by purchase, subscription or otherwise and to receive, hold, own guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock,

script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, choices in action and evidence of indebtedness or interest issued or crated by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government, or by any state, territory, province, municipality or other political sub-division or by any governmental agency, and as owner thereof to possess and exercise the right to execute consents and vote thereon, and do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

- (g) In general, to carry on any other business in connection with the foregoing, and to have an exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things herein before set forth to same extent as natural persons might or could do.

#### **ARTICLE V. CAPITAL STOCK**

The corporation shall have the authority to issue 10,000,000 Shares of Common Stock, each share to have No Par Value. The Shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

#### **ARTICLE VI. REGISTERED AGENT ADDRESS**

The initial street address in Florida of the initial registered office of the corporation, *the same as the corporations principle office*, is Orlando-Sanford Airport, 2729 Flight Line Ave., Sanford, Florida 32773, and the name and address of the initial registered agent is: M. Claude Conner, Orlando-Sanford Airport, 2729 Flight Line Ave., Sanford, Florida 32773.

#### **ARTICLE VII. DIRECTORS**

The initial Board of Directors shall consist of 1 member who need not be a resident of the State of Florida or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his or her having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him or her as director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him or her in connection

with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his or her duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he or she may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are peculiarly or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be peculiarly or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with the like force and effect as if he or she were not such director or officer of such corporation or not so interested.

#### **ARTICLE VIII. INTITAL DIRECTORS**

##### **NAME**

##### **ADDRESS**

M. Claude Conner

2529 Tail Spin Trail  
Daytona Beach, FL. 32124

#### **ARTICLE IX. INCORPORATORS**

The name and addresses of the initial incorporators are as follows:

##### **NAME**

##### **ADDRESS**

M. Claude Conner

2529 Tail Spin Trail  
Daytona Beach, FL. 32124

#### **ARTICLE X. AMENDMENT**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at stockholders' meeting, with not less than a two-thirds vote of the common stock.

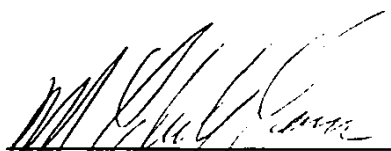
#### **ARTICLE XI. PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

#### **ARTICLE XII. VOTING STOCK**

The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned has made and subscribed of these Articles of Incorporation at Sanford, Florida on the 30<sup>th</sup> day of April, 1997.

  
\_\_\_\_\_  
M. Claude Conner - Incorporator

5

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

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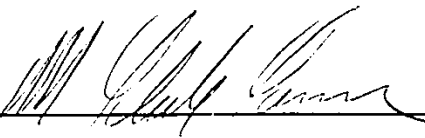
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

First, that Wings Of Eagles USA, Inc.,

Desiring to organize under the laws of the State of Florida with its principal office, as  
indicated in the Articles of Incorporation at City of SANFORD, County of SEMINOLE,  
State of FLORIDA has named M. Claude Conner located at Orlando-Sanford Airport,  
2729 Flight Line Ave., City of SANFORD 32773, County of SEMINOLE, State of  
Florida, as its agent to accept services of process within this state.

ACKNOWLEDGEMENT: (Must Be Signed By Designated Agent)

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 said office.

  
M. Claude Conner  
(Resident Agent)

97 MAY -2 PM 3:47

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS