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PARKS, BENNETT AND STEWART

**BENJAMIN G. PARKS\***  
WEALTH PLANNING & MANAGEMENT LAW  
BOARD CERTIFIED TAX LAWYER  
FELLOW, THE AMERICAN COLLEGE OF  
TRUST & ESTATE COUNSEL

**RICHARD K. BENNETT**  
ESTATE PLANNING & SETTLEMENT  
TRUST ADMINISTRATION LAW  
REAL PROPERTY LAW  
ELDER LAW

**DEBORAH A. STEWART**  
ESTATE PLANNING  
REAL ESTATE LAW & TITLE INSURANCE  
ART AND ENTERTAINMENT LAW  
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665 FIFTH AVENUE, SOUTH  
NAPLES, FLORIDA 34102  
TELEPHONE (941) 262-0400  
TELECOPIER (941) 261-8646  
E-MAIL: PBSLAW@NAPLES.INFI.NET

\*ADDITIONAL JURISDICTION  
GEORGIA

June 12, 1997

**CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Corporate Records  
Florida Department of State  
409 E. Gains Street  
P.O. Box 6327  
Tallahassee, FL 32314

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90000221 4999--2  
-06/17/97--01080--010  
\*\*\*122.50 \*\*\*122.50

RE: BANNER FLYING, INC.

Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for the above-mentioned corporation. Our Trust Account check in the amount of \$122.50 is enclosed representing the following:

- \$35.00 - Corporation Filing Fee
- \$35.00 - Registered Agent Designation; and
- \$52.50 - Certified Copy of Articles

Please return the certified copy to us when it is available.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact us.

Sincerely,

PARKS, BENNETT AND STEWART

Richard K. Bennett

RKB/cm  
Encs.  
cc: Mr. Nick Saum

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DEPT OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 18, 1997

RICHARD K BENNETT  
865 5TH AVE SO  
PARKS BUILDING  
NAPLES, FL 34102

SUBJECT: BANNER FLYING, INC.  
Ref. Number: W97000014323

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TALLAHASSEE, FLORIDA

We have received your document for BANNER FLYING, 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.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 797A00032639

**ARTICLES OF INCORPORATION  
OF  
BANNER FLYING, INC.**

I, undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is **BANNER FLYING, INC.**

**ARTICLE II  
DURATION**

The corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The corporation is organized for the purpose of transaction any or all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The address of the principal place of business of the corporation is 144 Flicker Lane, P.O. Box 192, Everglades City, FL 34139.

The name and address of the initial registered agent of the corporation is RICHARD K. BENNETT, c/o Parks, Bennett and Stewart, 865 Fifth Avenue South, Naples, FL 34102.

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TALLAHASSEE, FLORIDA

The shareholders may from time to time select and so communicate, by appropriate notice to the Department of State, another registered office or registered agent or both.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have one Director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than the number required by applicable law. The name and address of the initial director of the corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
NICK SAUM	144 Flicker Lane P.O. Box 192 Everglades City, FL 34139

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
NICK SAUM	144 Flicker Lane P.O. Box 192 Everglades City, FL 34139

**ARTICLE IX**  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Director.

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE XI**  
**INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 19th day of May, 1997.

Nick Saum  
Nick Saum, Subscriber

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me, a Notary Public authorized to take acknowledgments in the County and State  
set forth above, personally appeared **NICK SAUM** known to me and known by me to be the  
person who executed the foregoing Articles of Incorporation, and he acknowledged before me  
that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in  
the County and State aforesaid, this 19th day of May, 1997.

Barbara J. Hipsley  
Notary Public  
My Commission Expires:



Barbara J. Hipsley  
MY COMMISSION # CC525831 EXPIRES  
January 21, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **BANNER FLYING, INC.**
2. The name and address of the registered agent and his office is:

**RICHARD K. BENNETT**  
c/o Parks, Bennett and Stewart  
865 Fifth Avenue South  
Naples, FL 34102

3. The name and address of the corporation's initial Director and his address is:

**NICK SAUM**  
144 Flicker Lane  
P.O. Box 192  
Everglades City, FL 34139

**ACKNOWLEDGMENT**

Having been named to accept service of process of the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Register Agent.

By: \_\_\_\_\_

Richard K. Bennett

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CLERK OF DISTRICT COURT