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FLORIDA DIVISION OF CORPORATIONS

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NAME: HILL & WATERS AIRCRAFT LEASING, INC.

AUDIT NUMBER.....H97000012230

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
HILL & WATERS AIRCRAFT LEASING, INC.**

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97 JUL 28 PM 4:05
TALLAHASSEE, FLORIDA

The undersigned, being a natural person *sui juris* and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Ch. 607, FLA.STAT. as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is **HILL & WATERS AIRCRAFT LEASING, INC.**

ARTICLE II

The mailing address, the initial registered office, and the principal office of the Corporation shall be 448 South Airport Road, Lake Wales, FL 33853. The name and address of the initial registered agent shall be **EDDIE L. HILL**.

ARTICLE III

The capital stock of the Corporation will consist of 7,500 shares of common stock, par value \$1.00 per share.

ARTICLE IV

The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
EDDIE L. HILL	1786 North Pioneer Road Avon Park, FL 33825
GREGORY A. WATERS	906 Royal Palm Circle Winter Haven, FL 33884

ARTICLE V

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five (5) persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The name and address of the member of the first Board of Directors who shall hold office until his successors are elected or appointed and have qualified is:

Instrument Preparer:
JAMES M. WEAVER, Esq.
WEAVER & ASSOCIATES
240 Park Avenue
Post Office Box 488
Lake Wales, FL 33850-0488
941/676-6000

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<u>NAME</u>	<u>ADDRESS</u>
EDDIE L. HILL	1796 N. Pioneer Road Avon Park, FL 33825
GREGORY A. WATERS	906 Royal Palm Circle Winter Haven, FL 33884

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted, and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

ARTICLE VII

Corporation By-Laws may be amended, altered, or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer, of this Corporation and his legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him as a result of any action, suit, proceeding, or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of

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REGISTERED AGENT CERTIFICATE

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

HILL & WATERS AIRCRAFT LEASING, INC., desiring to organize and incorporate under Florida law with its principal office and its registered office as indicated in the Articles of Incorporation, has named EDDIE L. HILL as its agent to accept service of process within this State in compliance with FLA STAT. § 48.091.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to keep the office open in compliance with FLA STAT § 48.091.



EDDIE L. HILL, Registered Agent

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any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

No holder of common share of this Corporation shall be entitled of right to subscribe for, purchase, or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture, or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

IN WITNESS WHEREOF, we have hereunto set our hands on July 28, 1997.


 EDDIE L. HILL, Incorporator



 GREGORY A. WATERS, Incorporator

ACKNOWLEDGMENT

This Instrument was acknowledged under oath before me in Polk County, Florida, on July 28, 1997, by EDDIE L. HILL and GREGORY A. WATERS, () personally known to me, or (X) driver's licenses verified identities (Indicate by "X").



James M. Weaver
 MY COMMISSION # 00590037 EXPIRES
 February 15, 2001
 BONDED THRU TROY FARM INSURANCE, INC.


 Notary Public

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 97 JUL 28 PM 1:05
 POLK COUNTY, FLORIDA