

P97000073706

Roger B. Wozniak, III
Requestor's Name

1082 Egret Creek W.
Address

Jupiter, FL 33458
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. R. W. Helicopters, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

97 AUG 25 AM 8:50

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

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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

8-26-97

**ARTICLES OF INCORPORATION
OF
R. W. HELICOPTERS, INC.**

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The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be R. W. HELICOPTERS, INC.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The principal mailing address of the corporation is: 1082 Egret Circle North Jupiter, FL 33458.

ARTICLE IV

The object and purpose of this corporation is to engage in and to transact any and all lawful business for which corporations may be incorporated under the laws of this state.

ARTICLE V


The aggregate number of shares which the corporation is authorized to issue is five hundred (500) shares. Such shares shall be of a single class, and shall have a par value of One dollar and no cents (\$1.00).

ARTICLE VI

The street address of the initial Registered Office of the corporation is 1082 Egret Circle North Jupiter, FL 33458, and the name of its initial registered agent at such address is 1082 Egret Circle North Jupiter, FL 33458.

ACCEPTANCE OF INITIAL REGISTERED AGENT

I hereby accept this designation as Registered Agent, and I agree to comply with the provisions of the laws of this state, with respect to keeping open said office.


Registered Agent
Roger B. Wozniak III

ARTICLE VII

The initial board of directors shall consist of 1 director. The name and address of the person who will serve as the initial board of directors are as follows:

Name	Address
Roger B. Wozniak III	1082 Egret Circle North Jupiter FL 33458

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 AM 8:50

ARTICLE VIII

A. The business of the corporation shall be conducted and managed by its board of directors, which shall consist of not less than one director. The first board of directors named above shall have the power to approve and adopt By Laws of the corporation until its successors are duly elected or appointed.

B. The qualifications, time and place of election, and term of office of each director shall be provided in the By Laws.

C. The officers of the corporation may consist of a president, vice president, secretary, treasurer and such other officers and agents as may be specified in the By Laws. These officers shall be chosen, shall for such term, and shall have such duties as may be prescribed in the By Laws.

ARTICLE IX

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall be affected in any way or invalidated by the fact that any of the directors of this corporation are pecuniarily 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 pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is 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 of Directors at which action upon such contract or transaction shall be taken; any director of this corporation who is so interested may be countered in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not a director or officer of such other corporation or as if he or she were not so interested.

ARTICLE X

A. STOCKHOLDERS' AGREEMENTS. The corporation and its stockholders, or the stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the corporation. Such agreements may confer upon the corporation of the stockholders, or both, an option of first refusal or mandatory purchase in the event

of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any stockholder. Nothing in the Articles of Incorporation or in the By Laws shall be construed to authorize a transfer of such stock upon the books of the corporation in violation of such agreements.

B. INDEMNIFICATION OF DIRECTORS. The corporation shall indemnify any director who, by virtue of his being an officer or a director of this corporation, is made a party to any action or proceeding, except when such director is adjudged guilty of malfeasance in the discharge of his duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. DIRECTOR'S LIABILITY. No director shall be liable to the corporation for any loss or damage suffered on account of any action taken or omitted in good faith, provided such director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

D. REIMBURSEMENT OF DIRECTORS. In any action or proceeding brought by or on behalf of the corporation against a director, if the action or proceeding results in a decision in favor of the director, the corporation shall reimburse the director for all reasonable expenses incurred by him in the course of the action proceeding.

ARTICLE XI

The directors shall not be liable for illegal dividends or distributions made by the corporation, unless willful or negligent, if based on good faith reliance on representations made by officers or agents, or on records, as to the financial condition of the corporation.

ARTICLE XII

A. These Articles of Incorporation shall be amended upon approval by the board of Directors and subsequent ratification by the stockholders at a stockholders' meeting. Ratification shall require an affirmative vote of not less than a majority of the stock entitled to vote at such meeting.

B. The amending process set forth above need not be followed if amendments are ratified by all the stockholders affixing their signatures thereto.

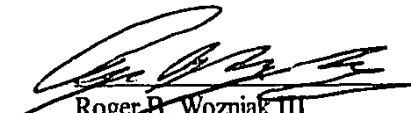
ARTICLE XIII

The name and address of the incorporator of this corporation is:

Roger B. Wozniak III

1082 Egret Circle North
Jupiter FL 33458

IN WITNESS WHEREOF, I have hereunto set my hand and seal to these Articles of Incorporation this 21st day of August, 1997.


Roger B. Wozniak III
Incorporator

STATE OF FLORIDA

ss:

COUNTY OF PALM BEACH