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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-10/30/97--01014--004
*****78.75 *****78.75

SUBJECT: New Air of North Florida Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Max Newell
Name (Printed or typed)

4445 SW 35 Tr Suite 100C
Address

Gainesville, FL 32608
City, State & Zip

352- 335- 9994
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 5:17

NOTE: Please provide the original and one copy of the articles.

10-30-97
1195

Articles Of Incorporation
of
NewAir of North Florida, Inc.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 30 PM 5:18

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following the Articles of Incorporation for the purpose of organizing a business corporation.

Article I

Name. The name of this corporation is NewAir of North Florida, Inc. (herein referred to as the "Corporation").

Article II

Address. The street address of the principle office of the Corporation is 4445 S.W. 35th Terrace, Suite 100-C, Gainesville, Florida, 32608.

Article III

Duration. The Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of the State of Florida.

Article IV

Purpose. The Corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

Article V

Capital Stock. The Corporation is authorized to issue 500 shares of common stock with a par value of One Dollar (\$1.00) per share which shall be designated "Common Shares".

Article VI

Bylaws. The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

Article VII

Initial Registered Office and Agent. The initial street address of the Corporation's registered office is 4445 S.W. 35th Terrace, Gainesville, Florida, 32608. The initial registered agent for the Corporation at that address is: Maxwell H. Newell

Article VIII

Directors. The initial board of directors shall consist of two members. The number of Directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:
John G. Cantlon, Jr., 4445 S.W. 35th Terrace Suite 100C, Gainesville, Florida, 32608
Max Newell, 4445 S.W. 35th Terrace Suite 100C, Gainesville, Florida, 32608

Article IX

Preemptive Rights. Every shareholder, upon the sale of any new stock of the Corporation of the same kind, class, or series as that which a shareholder already holds, shall have the right to purchase a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price as which it is offered to others.

Article X

No Cumulative Voting. At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

Article XI

Special Meetings. Special meetings of shareholders may be called by the Board of Directors or holders of record ten percent or more of the outstanding shares of stock.

Article XII

Shareholder Quorum and Voting. Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

Article XIII

Powers. This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate, or manager of an corporation, partnership, joint venture, trust, or other enterprise.

Article XIV

Officers. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

Article XV

Indemnification. The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

Article XVI


Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

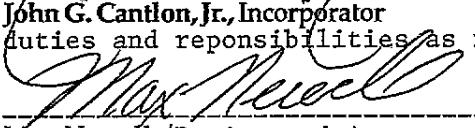
Article XVII

Incorporator. The name and address of the persons signing these Articles of Incorporation are
John G. Cantlon, Jr., 4445 S.W. 35th Terrace Suite 100C, Gainesville, Florida, 32608
Max Newell, 4445 S.W. 35th Terrace Suite 100C, Gainesville, Florida, 32608.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of October, 1997.

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.



John G. Cantlon, Jr., Incorporator


Max Newell /Registered Agent