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TRANSMITTAL LETTER

98 JAN 20 AM 9:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

000002404630--2  
-01/20/98--01051--016  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT:

Vintage Airlines 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:

Kevin Barry Sexton  
Name (Printed or typed)

10833 La Salinas Circle  
Address

Boca Raton, FL 33428  
City, State & Zip

561-852-7796  
Daytime Telephone number

Kevin Sexton GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT anual of  
VINTAGE AIRWAYS CHARTER  
DATE TO FILE PH

P. Hall  
JAN 23 1998

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

**ARTICLES OF INCORPORATION** FILED

**OF  
VINTAGE AIRLINES INC.**

98 JAN 20 AM 9:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is VINTAGE AIRLINES INC.

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of the Corporation is 10833 La Salinas Circle, Boca Raton, Florida 33428 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

Kevin Barry Sexton  
10833 La Salinas Circle  
Boca Raton, Florida 33428

**ARTICLE 6 - CORPORATE CAPITALIZATION**

The initial President of the Corporation shall be Kevin Barry Sexton whose address shall be the same as the principal office of the Corporation.

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualification, or term or conditions of redemption of the stock.

#### **ARTICLE 7 - SUB-CHAPTER S CORPORATION**

The Corporation shall elect to be a S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation shall elect and continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Service Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 None of the shareholders of the Corporation, without the written consent of the other Shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' share of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Each share of the stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended"

## **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 9 - TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

## **ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is Kevin Barry Sexton, located at 10833 La Salinas Circle, Boca Raton, Florida 33428. The name and address of the registered agent of this Corporation is Kevin Barry Sexton, 10833 La Salinas Circle, Boca Raton, Florida 33428.

## **ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 16th day of January, 1998.

A handwritten signature in black ink, appearing to read 'K. Sexton', written in a cursive style.

Kevin Barry Sexton, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE**

**FILED**

**98 JAN 20 AM 9:07**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 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.

The Name of the Corporation is : VINTAGE AIRLINES INC.

The Name and address of the registered agent is:

Kevin Barry Sexton  
10833 La Salinas Circle  
Boca Raton, Florida 33428

Having been named as registered agent and to accept service of process for 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 registered agent



(Signature)

1/16/98

(Date)