

Gol Intelligent Airlines Inc.
Form 6-K
July 13, 2010

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934

For the month of July, 2010

(Commission File No. 001-32221) ,

GOL LINHAS AÉREAS INTELIGENTES S.A.

(Exact name of registrant as specified in its charter)

GOL INTELLIGENT AIRLINES INC.

(Translation of Registrant's name into English)

R. Tamoios, 246

Jd. Aeroporto

04630-000 São Paulo, São Paulo

Federative Republic of Brazil

(Address of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes No

Edgar Filing: Gol Intelligent Airlines Inc. - Form 6-K

If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

GOL LINHAS AÉREAS INTELIGENTES S.A.

CNPJ N° 06.164.253/0001-87

NIRE 35.300.314.441

MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS

HELD ON JULY 12, 2010

Date, time and place: July 12, 2010, at 10:00 a.m., on Praça Comte. Linneu Gomes, S/N, Portaria 3 □ Prédio 07 □ Meeting Room of the Board of Directors, Jardim Aeroporto, São Paulo (□Company□**Attendance:** All the members of the Board of Directors of the Company.

Presiding Board: Chairman: Mr. Constantino de Oliveira Jr., who invited me, Henrique Constantino, to act as secretary of the meeting. **Calling:** Waived, due to the attendance of all the members of the Board of Directors. **Agenda:** To pass resolutions on the following matters:

(i) Authorization for the Company to grant a guarantee to its subsidiary, Gol Finance, headquartered in the Cayman Islands (□Gol Finance□); and **(ii)** Authorization for the Board of Executive Officers of the Company to execute all the agreements and documents relating to item □i□ above.

Resolutions: After the necessary explanations were provided the following resolutions were adopted by unanimous vote: **(i)** Authorization for the Company to grant a personal guarantee to its subsidiary, Gol Finance, which guarantee is intended for unconditionally and irrevocably securing the obligations undertaken by Gol Finance upon its issuance of *Senior Notes, with maturity date in 2020, to be sold to* (a) qualified institutional investors, resident and domiciled in the United States of America, as defined in *Rule 144A* of the *U.S. Securities Act of 1933*, (□*Securities Act*□), in conformity with the registration exemption set forth in *Rule 144A* of the *Securities Act*; and (b) investors resident and domiciled in countries other than the United States of America, in conformity with the registration exemption set forth in *Regulation S* of the *Securities Act* (□*Notes*□ and □*Issuance*□) in the amounts and interest to be defined by Gol Finance, in accordance to the description in the Offering Memorandum, which will be approved by the officers of the Company in accordance to the following item (ii); and **(ii)** considering the resolution taken, the Board of Executive Officers of the Company is hereby authorized to execute all the documents, contracts and agreements necessary for the granting of the guarantee approved herein, as well as to agree upon the terms thereof. The authorization granted herein includes, without limitation, the Indenture and the Purchase Agreement. The Company's Board of Officers is since now authorized to approve the principal amount and the interest rate to be applied to the Bonds to be guaranteed by the Company. The amount of the Bonds and the applicable interest rate shall be determined after the roadshow and the conclusion of the bookbuilding procedure. The acts performed up to now by the Board of Executive Officers of the Company in relation to the

guarantee are hereby ratified. **Adjournment of the Meeting and Drawing-up of the Minutes:** Upon the floor being offered to whom might wish to use it, and as nobody voiced the intention to do so, the meeting was adjourned for the necessary time for these minutes to be drawn-up. Upon the

reopening of the meeting, these minutes were read, checked and signed by the attendees. I hereby certify that this is a faithful copy of the original minutes drawn-up in the proper book.

São Paulo, July 12, 2010.

Constantino de Oliveira Jr.

Chairman

Henrique Constantino

Secretary
