

Gol Intelligent Airlines Inc.
Form 6-K
December 09, 2004

**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 December 2004

(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)

**Rua Tamoios 246
Jardim 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

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.

C.N.P.J./M.F. (Corporate Tax Registration) No. 06.164.253/0001-87
N.I.R.E. (Companies Registrar) No. 35.300.314.441

MINUTES OF THE ANNUAL GENERAL MEETING AND EXTRAORDINARY SHAREHOLDERS MEETING AS OF DECEMBER 9, 2004

Date, Time and Place of Meeting: December 9, 2004, at 8:00 a.m., in the city of São Paulo, State of São Paulo, at Rua Joaquim Floriano, 100, térreo (auditorium). **Attendance:** According to the signatures on the Attendance Book, the shareholders who attended the meeting reached the legal quorum. **Presiding Board:** Mr. Henrique Constantino as Chair of the meeting, Secretary: Mr. Joaquim Constantino Neto. **Call:** Call Notice was published on editions as of November 24, 25 and 26 of Gazeta Mercantil and São Paulo State Official Gazette. **Agenda: (i) In the Annual General Meeting:** (a) the election of the Board of Directors and (b) the compensation of Board members elected. **(ii) In the Extraordinary Shareholders Meeting:** (a) the creation of the Company's Stock Option Plan, in compliance with its By-laws and (b) the granting of authorization for the Company's Compensation Committee to practice all the supplementary acts to implement the Stock Option Plan. **Resolutions: (i) In Annual General Meeting:** After the necessary clarifications and under the terms of Article 13, paragraph two, of the Company's By-laws, the election of one (1) member of the Board of Directors was resolved, in view of resignation submitted by the Board member Ana Vigon Tabar, elected in Extraordinary Shareholders Meeting held on 3.29.2004, the Minutes of which are filed with the Board of Trade of São Paulo State under #221,205/04-4, resignation of which was accepted by the company, (a) by unanimous vote, the election of Mr. LUIZ KAUFMANN was approved, a Brazilian citizen, engineer, married, with the identity card RG 7,162,266-SSP/SP and individual taxpayer's register CPF 362,006,990-72, resident and domiciled in the city of São Paulo, State of São Paulo, at Alameda Jauaperi, 290, apt. 31, CEP 04523-010. The Board member elected herein, present at the meeting, declared to be aware of the provisions in the Article 147 of Law 6,404, as of December 15, 1976 and consequently, declared he is not involved in any of the crimes provided for by the law preventing him from performing business activities. The Board member elected herein shall comply with an unified term of office of one (1) year, jointly with other Board members already elected, and shall take office by signing the respective Instrument of Investiture on the company's records and the Administrators' Statement of Agreement, pursuant to the Agreement to Adopt the Corporate Governance Differentiated Practices Level 2 of the São Paulo Stock Exchange BOVESPA. (b) also by unanimous vote, the annual compensation budget of the Board member elected herein was approved, at the amount of one hundred, fifty thousand Reais (R\$ 150,000.00) related to 2005 period. **(ii) In Extraordinary Shareholders Meeting:** After necessary clarifications (a) by unanimous vote, the creation of the Company's Stock Option Plan was approved, in accordance with the Company's By-laws, which duly initialed by the Presiding Board, shall have a copy filed at the Company's head offices and a copy shall be an integral part of the Minutes of this Meeting as Doc. 1. (b) also by unanimous vote, the granting of authorization for the Company's Compensation Committee to practice all the supplementary acts to implement the Stock Option Plan was approved. **Minutes and Publications:** The Shareholders attending the meeting authorized the drawing up of these present Minutes as a summary, under the terms of Article 130 of Law 6,404/76, as amended. **Approval and Signature of the Minutes:** Nothing more to be dealt with, the Chair of the meeting clarified that in relation to resolutions taken, the Company's Fiscal Council was not heard as it was not instated in this period and concluded works, by drawing up these present Minutes, which were read, approved and signed by the Chair of the meeting, Mr. Henrique Constantino and by the Secretary, Mr. Joaquim Constantino Neto.

I certify this present instrument is a free English translation of the Minutes drawn up in the company's records.

São Paulo, December 9, 2004

Henrique Constantino
Chairman

Joaquim Constantino Neto
Secretary

