

B52 2021
RECEIPT AND CERTIFICATE

Nº 16021

THE MILLER OIL COMPANY

NAME

241999

NUMBER

DOMESTIC CORPORATIONS

ARTICLES OF INCORPORATION

AMENDMENT

☒ MERGER ~~CONSOLIDATION~~

DISSOLUTION

AGENT

RE-INSTATEMENT

CERTIFICATES OF CONTINUED

EXISTENCE

MISCELLANEOUS

FOREIGN CORPORATIONS

LICENSE

AMENDMENT

SURRENDER OF LICENSE

APPOINTMENT OF AGENT

CHANGE OF PRINCIPAL OFFICE

RE-INSTATEMENT

FORM 7

PENALTY

MISCELLANEOUS FILINGS

ANNEXATION INCORPORATION—CITY
OR VILLAGE

RESERVATION OF CORPORATE NAMES

REGISTRATION OF NAME

REGISTRATION OF NAME RENEWALS

REGISTRATION OF NAME—CHANGE
OF REGISTRANTS ADDRESS

TRADE MARK

TRADE MARK RENEWAL

SERVICE MARK

SERVICE MARK RENEWAL

MARK OF OWNERSHIP

MARK OF OWNERSHIP RENEWAL

EQUIPMENT CONTRACT/CHattel

MORTGAGE

POWER OF ATTORNEY

SERVICE OF PROCESS

MISCELLANEOUS

ASSIGNMENT—TRADE MARK MARK
OF OWNERSHIP SERVICE MARK

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 12th day of June A. D. 1958, and recorded on Roll 252 at Frank 2021 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown
TED W. BROWN
Secretary of State

Filed for Record at Columbus, Ohio, by *Shumaker, Loop and Kendrick*

June 12, 1958

Columbus, Ohio

FEE RECEIVED \$ 10.50

THE MILLER OIL COMPANY

B52 2022

AGREEMENT OF MERGER OF THE MILLER OIL COMPANY AND TAG
AIRLINES, INC.

241999
APPROVED
FOR FILING

CERTIFICATE OF MERGER

The undersigned President and Secretary of the Miller Oil Company, and President and Secretary of Tag Airlines, Inc., do hereby certify that the following is a signed Agreement adopted by each of said corporations in the manner set forth below:

DATE 6-18-58 13756

THIS AGREEMENT made this 17th day of June, 1958, between THE MILLER OIL COMPANY, an Ohio Corporation, whose principal office is at Toledo, Lucas County, Ohio, (hereinafter called "MILLER") and TAG AIRLINES, INC., an Ohio Corporation, whose principal office is at Toledo, Lucas County, Ohio, (hereinafter called "TAG") said corporations being together hereinafter sometimes called the "constituent corporations", WITNESSETH, That:

The Articles of Incorporation of Miller were filed in the office of the Secretary of State of Ohio on September 7, 1954, and recorded in Volume 687 page 431 of the Records of Incorporations in said office. Said Corporation is authorized to issue two hundred and fifty (250) common shares without par value of which two hundred (200) shares are now outstanding.

The Articles of Incorporation of Tag (originally known as Taxi Air Group, Inc.) were filed in the office of the Secretary of State of Ohio on April 15, 1955, and recorded in Volume 705, Page 96 of the Records of Incorporations in said office. Said Corporation is authorized to issue thirty-seven hundred fifty (3750) common shares

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without par value of which twelve hundred and fifty (1250) shares are now outstanding.

The respective Boards of Directors of the constituent corporations deem it advisable that the constituent corporations be merged under the General Corporation Act of Ohio, and the respective Boards of Directors at meetings thereof duly called and held have approved this agreement.

NOW, THEREFORE, in consideration of the premises and of the agreement herein contained, the constituent corporations do hereby agree that Tag be merged with and into Miller hereinafter sometimes called the "Surviving Corporation"; and that the terms and conditions of the merger, the mode of carrying it into effect, and the manner and basis of converting the shares of Tag into shares of the Surviving Corporation are, and shall be as follows:

FIRST: The name of the Surviving Corporation shall be "THE MILLER OIL COMPANY".

SECOND: The place in the State of Ohio where the principal office of the Surviving Corporation is to be located is Lucas County, Ohio, City of Toledo.

THIRD: The purpose or purposes for which the Surviving Corporation is formed are:

(a) To establish, equip, own or lease, manage and operate garages, terminals and service stations; to buy, sell, let for hire, lubricate, service, wash, repair and store, automobiles, trucks and other motor vehicles; to buy, sell and deal in petroleum products and by-products, gasoline, oil, greases and lubricants, and in tires, tubes, parts, accessories and equipment, for motor vehicles; to buy, sell and deal in beverages;

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soft drinks, and in other goods, wares and merchandise; and to do all things incidental thereto;

(b) To engage generally in the business of air transportation of persons and property for hire; acquire, manage and operate aircraft, airports and landing areas; and conduct all operations necessary or incidental to air transportation service.

(c) To manufacture, produce, buy, sell, lease, install, distribute and otherwise deal in and with, either as principal or agent, machines, machinery, machine tools, engines, tools, fixtures, supplies, apparatus, equipment, accessories, appurtenances and appliances of all types, kinds and character;

(d) To manufacture, purchase, or otherwise acquire, sell, assign and transfer, exchange or otherwise dispose of, and to invest, trade, deal in or deal with goods, wares and merchandise and personal property of every class and description;

(e) To buy, lease or otherwise acquire, construct, maintain, improve, use, operate, sell, mortgage or otherwise dispose of, and in any way utilize plants, machinery, laboratories, buildings, manufactories, warehouses and any other structures; to design, sell, construct and erect any and all types of structures and to contract for the construction and erection of such structures; and to buy, lease or otherwise acquire, hold, own, use, utilize, improve, operate, sell, mortgage, let or otherwise dispose of real and personal property of every kind, character and description whatsoever and wheresoever situated, and any interest therein;

(f) To acquire by purchase, subscription or otherwise, and to own, hold for investment, to use, sell, assign, transfer, mortgage, pledge, exchange or otherwise dispose of, shares of stock, bonds, debentures, notes, scrip, securities, evidences of indebtedness, contracts or obligations of, any corporation or corporations, association or associations, domestic or foreign, or of any firm or individual, or of the United States, or any state, territory or dependency of the United States, or of any foreign government or governmental division, and also to issue in exchange therefor

stocks, bonds or other securities, or evidences of indebtedness of the corporation, and while the owner or holder of any such property to receive, collect and dispose of the interest, dividends and income, on or from such property, and to possess and exercise, in respect thereof, all of the rights, powers and privileges of ownership, including all voting powers thereon;

(g) To aid in any manner any corporation or association; domestic or foreign, or any firm or individual, any shares of stock in which, or any bonds, debentures, notes, securities, evidences of indebtedness, contracts or obligations of which are held by or for the corporation, directly or indirectly, or in which or in the welfare of which the corporation shall have any interest, and to aid or participate in the reorganization, consolidation or merger of any corporation in which or in the welfare of which the corporation shall have any interest;

(h) To enter into, assist, promote, conduct, perform or participate in, every kind of commercial, mercantile, mining or industrial enterprise, business or work, contract, undertaking, venture or operation, in the United States or any foreign country; and for any such purpose to purchase or otherwise acquire, take over, hold, sell, liquidate or otherwise dispose of the real estate, plants, equipment, inventory, merchandise, materials and other assets, stock, good-will, rights, franchises, patents, trademarks and trade names; and other properties of domestic or foreign corporations, firms, associations, syndicates, individuals and others; to continue, alter, extend or develop their business, assume their liabilities, guarantee or become surety for the performance of their obligations, reorganize their capital and participate in any way in their affairs; to take over as a going concern and continue, in its own name, any business so acquired, and to pay for any such business or properties in cash, stock, bonds, debentures, securities or obligations of the corporation, or otherwise; and

(i) To act as agent, attorney in fact, factor or broker, on commission or otherwise, for persons, firms, and corporations, and, as such, to aid, develop, extend and promote the business interests of such persons, firms and corporations.

Each purpose specified in any clause or paragraph contained in this Article Third shall be deemed to be independent of all other purposes herein specified and shall not be limited or restricted by

reference to or inference from the terms of any other clause or paragraph of this instrument.

The corporation reserves the right, at any time and from time to time, substantially to change its purposes, in the manner now or hereafter permitted by statute. Any change of the purposes of the corporation, authorized or approved by the holders of shares entitling them to exercise the proportion of the voting power of the corporation now or hereafter required by statute, shall be binding and conclusive upon every shareholder of the corporation as fully as if such shareholder had voted therefor; and no shareholder, notwithstanding that he may have voted against such change of purposes or may have objected in writing thereto, shall be entitled to payment of the fair cash value of his shares.

FOURTH: The authorized number of shares of the Surviving Corporation is sixty-five hundred (6500) common shares without par value.

FIFTH: At the effective date of the merger the amount of stated capital of the shares to be outstanding shall be seventy-five thousand dollars (\$75,000.00).

SIXTH: The names of the first Directors of the Surviving Corporation, and their addresses, are as follows:

Ross E. Miller, 1033 South Avenue, Toledo, Ohio
 • Erna L. Miller, 1033 South Avenue, Toledo, Ohio
 William Berry, 230 Woodsdale Avenue, Toledo, Ohio.

The names of the first officers of the Surviving Corporation and their respective offices and addresses are as follows:

President Ross E. Miller, 1033 South Avenue,
 Toledo, Ohio
Vice President Erna L. Miller, 1033 South Avenue,
 Toledo, Ohio
Secretary William Berry, 930 Woodsdale Avenue,
 Toledo, Ohio
Treasurer Ross E. Miller, 1033 South Avenue,
 Toledo, Ohio.

The terms of office of the first directors and officers shall be until their respective successors have been elected and qualified in accordance with the regulations of the Surviving Corporation.

SEVENTH: William Berry, whose address is 930 Woodsdale Avenue in the City of Toledo, County of Lucas, Ohio, a natural person and resident of said county is duly appointed as the statutory agent of the Surviving Corporation on whom any process, notice of demand against said The Miller Oil Company or either of said constituent corporations may be served.

EIGHTH: The present Regulations of Miller, one of the constituent corporations, shall be the Regulations of the Surviving Corporation, until changed or repealed according to the provisions thereof.

NINTH: The mode of carrying into effect the merger and the manner and the basis of converting the shares of Tag into shares of the Surviving Corporation shall be as follows:

Each outstanding share of Tag shall be and hereby is converted into one (1) fully paid and nonassessable common shares with par value of the Surviving Corporation.

Each outstanding share of Miller shall be and hereby is converted into 25.0 fully paid and nonassessable shares of the Surviving Corporation.

Commencing with the effective date of the merger the shareholders of Tag shall cease to be shareholders thereof and to have any rights thereunder, and in lieu thereof shall be deemed to be the holders of shares of the surviving corporation on the basis above set forth.

TENTH: The merger herein provided shall become effective at the close of business on June 30, 1950.

IN WITNESS WHEREOF, the constituent corporations have caused this agreement to be signed in their respective corporate names and their corporate seals to be affixed hereto by their respective presidents and secretaries thereof duly authorized by their respective Board of Directors and shareholders.

THE MILLER OIL COMPANY

By _____ President
 B. William L. Barry Secretary

TAG AIRLINES, INC.

By _____ President
 By _____ Secretary

The undersigned President and Secretary of THE MILLER OIL COMPANY, one of the corporations which executed the foregoing Agreement of Merger, hereby certify that at a meeting of the shareholders of said Corporation, duly called for such purpose, notice of which was duly waived in writing by all shareholders of said Corporation who were entitled to vote, all of said shareholders having received a copy of the Agreement of Merger prior to the meeting, which meeting was held on the 14th day of June, 1958, and at which meeting a quorum of such shareholders was present in person or by proxy, said Agreement of Merger was adopted by the affirmative vote of the holders of shares of said Corporation entitling them to exercise one hundred percent (100%) of the voting power of the said Corporation.

The undersigned President and Secretary of TAG AIRLINES, INC., one of the corporations which executed the foregoing Agreement of Merger, hereby certify that at a meeting of the shareholders of said Corporation, duly called for such purpose and notice of which was duly waived in writing by all shareholders of said Corporation who were entitled to vote, all of said shareholders having received a copy of the Agreement of Merger prior to the meeting, which meeting was held on the 14th day of June, 1958, and at which meeting a quorum of such shareholders was present in person or by proxy, said Agreement of Merger was adopted by the affirmative vote of the holders of shares of said Corporation entitling them to exercise one hundred percent (100%) of the voting power of the said Corporation.

IN WITNESS WHEREOF the undersigned have hereunto set

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their hands at Toledo, Ohio, this 17th day of June, 1958.

W. J. Miller
President, The Miller Oil Company

William L. Berry
Secretary, The Miller Oil Company

R. E. Smith
President, Tag Airlines Inc.

W. J. Miller
Secretary, Tag Airlines Inc.