

B457 1161
RECEIPT AND CERTIFICATE

Nº 737

WRIGHT AIR LINES, INC.

NAME

351052

NUMBER

DOMESTIC CORPORATIONS

MISCELLANEOUS FILINGS

✓ **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 ADDRESS OF AGENT
CHANGE OF PRINCIPAL OFFICE
RE-INSTATEMENT
FORM 7
PENALTY

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,
REGISTRATION OF NAME

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 18th day of May A. D. 19 66, and recorded on Roll B457 at Frame 1161 of the **RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS**.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To: Benesch, Friedlander, Mandelson & Coplan

1100 Citizens Bldg.

Cleveland, Ohio 44114 Att: L.M. Bell

FEE RECEIVED: \$ 175.00

NAME: WRIGHT AIR LINES, INC.

124-44

B457 1162

351052

APPROVED

By *[Signature]*

Date *5-18-64*

Amount *175.00*

124-44

ARTICLES OF INCORPORATION

OF

WRIGHT AIR LINES, INC.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation for profit under the General Corporation Law of Ohio, do hereby certify:

FIRST. The name of the Corporation shall be WRIGHT AIR LINES, INC.

SECOND. Its principal office in the State of Ohio is to be located in Cleveland, in the County of Cuyahoga.

THIRD. The purpose or purposes for which it is formed are any lawful activity, including, without limitation, the following:

A. To purchase, import, lease, develop, manufacture, or in any other manner acquire, repair, service, own, and otherwise deal in, sell, lease, distribute, export and charter, aircraft of every nature, kind and description, including, without limitation, prop or jet airplanes, hydroplanes, helicopters, gliders, and other types of air ships and aircraft, and trucks, busses, and other motor vehicles and marine ships, whether ocean-going or otherwise, and all other vehicles of transportation of any kind, type or description.

B. To haul, deliver and transport persons and property of every nature and description whatsoever, by means of aircraft, motor vehicles or marine ships, or otherwise, to and from various locations, by lease, hire, charter, contract, or by any other man-

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ner whatsoever and to own, use, improve, purchase, acquire, operate and equip other vehicles of transportation incidental to the foregoing.

C. To construct, build, purchase, lease, rent or otherwise acquire, equip, hold, own, mortgage, sell, or otherwise dispose of, airports, flying fields, airdromes, hangers, factories, plants, depots, docks, terminals, shops, garages, laboratories, offices, warehouses, stores and any and all other buildings and structures and other transportation equipment of every kind, nature and description.

D. To train, instruct, hire, engage and qualify pilots, drivers, operators, mechanics, maintenance men, attendants, freight handlers, helpers and persons in allied and associated trades and occupations in connection with any of the foregoing and to engage in and carry on the business of so doing and of furnishing and supplying such personnel to others.

E. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of or acquire the shares of the capital stock of, or any bonds, securities or evidences of the indebtedness created by, any other corporation or corporations of this state, or of any other state or government, and, while owner of such stock, bonds, securities, or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

F. To manufacture, purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, trade, deal in and deal with goods, wares and merchandise and personal property, tangible and intangible, of every class and

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description.

G. To hold, acquire, build, use, assign, improve, lease, purchase, invest in, mortgage, convey and otherwise deal in real estate and to take the same by devise or bequest.

H. To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the whole or any part of the good will, rights, assets and property or stock ownership and to undertake or assume the whole or any part of the obligations or liabilities of, any person, firm, association or corporation.

I. To acquire, hold, use, sell, assign, lease, grant license in respect of, mortgage, pledge or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names; relating to or useful in connection with any business of this corporation.

J. To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges, or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at specified time or times, or payable upon the happening of a specified event or events, or otherwise payable and whether secured by mortgage, pledge, or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful objects.

K. To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, sur-

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plus, or other property or funds; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital; and provided, further, that shares of its own capital stock belonging to it shall not be voted upon, directly or indirectly, nor counted as outstanding, for the purpose of computing any stockholders' quorum or vote.

L. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries.

M. To have one or more depositories, in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in any foreign countries, for the deposit of the corporation's funds or the custody of its assets.

N. To engage in any other lawful activity.

O. To do all and everything necessary and convenient for the accomplishment of the objects hereinbefore enumerated or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects hereinbefore set forth.

The objects and purposes specified in the foregoing clauses shall, except where otherwise stated expressly, be in nowise

limited or restricted by reference to, or inference from, the terms of any other clause in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

FOURTH. The maximum number of shares of capital stock which the Corporation is authorized to have outstanding is Two Thousand Five Hundred (2,500) shares consisting of Five Hundred Shares (500) of Common Stock, without par value, and Two Thousand (2,000) shares of Class B Common Stock, without par value.

Upon any dissolution, liquidation or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive, before any payment shall be made to the holders of the shares of Class B Common Stock, the sum of Seventy-Five Dollars (\$75.00) per share, plus, in case such dissolution, liquidation or winding up be voluntary, a premium equal to Three Dollars, Seventy-Five Cents (\$3.75) per share. The consolidation or merger of the Corporation at any time, or from time to time, with any other corporation or corporations, or a sale of all or substantially all of the assets of the Corporation, shall not be construed as a dissolution, liquidation or winding up of the Corporation within the meaning hereof. After payment of the full preferential amounts aforesaid, the holders of shares of Common Stock and the holders of shares of Class B Common Stock will participate equally in the proceeds remaining in dissolution, liquidation or winding up of the Corporation.

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Said shares may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors.

FIFTH. In furtherance of, and not in limitation of the powers conferred by law, the Board of Directors is expressly authorized:

A. Subject to the Code of Regulations, if any, adopted by the stockholders, to make, alter or amend the Code of Regulations of this Corporation, including regulations respecting the number of directors.

B. To judge as to the value of any labor, services, personal property, real estate, or leases thereof, for which the Corporation's stock may be issued; and the judgment of the Board of Directors in this regard shall be conclusive as to all except the then existing stockholders and creditors, and as to the then existing stockholders and creditors it shall be conclusive in the absence of actual fraud in the transaction.

C. To determine, subject to the provisions of law, what part of the consideration which shall be received by the Corporation for any of the shares of its capital stock which it shall issue from time to time, shall be capital.

D. By resolution passed by a majority of the whole Board, to designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution or in the Code of Regulations of the corporation, shall have and may exercise the power of the Board of Directors in the management of the business and

affairs of the Corporation. Such committee or committees shall have such name or names as may be stated in the Code of Regulations of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

The Board of Directors may exercise any and all other powers, in addition to the powers expressly conferred upon it by these Articles, which are conferred upon it by law, or which may be conferred upon it by the Corporation through appropriate and lawful Regulations.

SIXTH. Each officer, director or member of any committee designated by the Board of Directors shall, in the performance of his duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its officials or by an independent public accountant or by an appraiser selected with reasonable care by the Board of Directors or by any such committee, or in relying in good faith upon other records of the Corporation.

SEVENTH. The Corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the Corporation and the selling shareholder or shareholders.

EIGHTH. A Director or officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent or otherwise; nor shall any transaction, contract or act of the Corporation be void or voidable or in any way affected or invalidated by reason

of the fact that any director or officer, or any firm of which such director or officer is a member, or any corporation of which such director or officer is a shareholder, director or officer, is in any way interested in such transaction, contract or act; provided, however, the fact that such director, officer, firm or corporation is so interested shall be disclosed or shall be known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract, transaction or act shall be taken; nor shall any such director or officer be accountable or responsible to the corporation for or in respect of any such transaction, contract or act of the corporation, or for any gains or profits realized by him by reason of the fact that he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, is interested in such transaction, contract or act and any such Director or officer, if such officer is a Director, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize or take action in respect of any such contract, transaction or act, and may vote thereat to authorize, ratify or approve any such contract, transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, officer or director, were not interested in such transaction, contract or act; provided, however, the fact that such Director or officer is so interested in such transaction, contract or act, be disclosed or known to the members of the Board of Directors as shall be present

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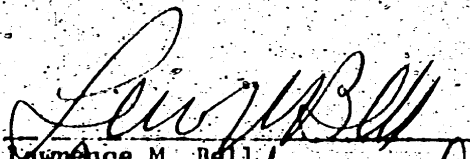
at any such meeting, prior to taking any such vote.

NINTH. No holder of any shares of the capital stock of the Corporation shall be entitled as of right to have any preemptive right to subscribe for or purchase for cash or otherwise any shares of the Corporation of any class, whether such shares or such class be now or hereafter authorized, or any new or unissued or additional shares of capital stock of the Corporation or any bonds, certificates of indebtedness, debentures, warrants, rights or other securities convertible into stock of the Corporation or carrying any right to purchase stock of the Corporation when such stock or such securities may be offered for sale or subscription by the Corporation.

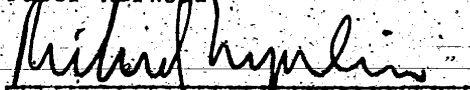
TENTH. The amount of stated capital with which the corporation will begin business shall be Five Hundred Dollars (\$500.00).

ELEVENTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 16th day of May, 1966.


Lawrence M. Bell


Peter Harwood


Richard D. Margolis

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Original Appointment of Agent

The undersigned, being at least a majority of the incorporators of _____
(Name of Corporation)

WRIGHT AIR LINES, INC.

hereby appoint GEORGE N. ARONOFF

(Name of Agent)

a natural person resident in the county in which the corporation has its principal office, a corporation
 having a business address in that county in which

THANK YOU FOR SERVING

~~has its principal office (and does not please not applicable)~~ upon whom (which) any process, notice or
 demand required or permitted by statute to be served upon the corporation may be served. His (its)

complete address is 1100 Citizens Building Cleveland
(Street or Avenue) (City or Village)

Cuyahoga County, Ohio.

WRIGHT AIR LINES, INC.

(Name of Corporation)

Lawrence M. Bell

Richard D. Margolis

Peter Harwood

(INCORPORATORS NAMES SHOULD BE TYPED OR PRINTED BENEATH SIGNATURES)

Cleveland Ohio

May 16 19 66

WRIGHT AIR LINES, INC.

(Name of Corporation)

Gentlemen: I, ~~incorporator~~ ~~who does not please not applicable~~ hereby accept (my) appointment as agent of your
 corporation upon whom process, tax notices or demands may be served.

G. N. Aronoff
(Signature of Agent or Name of Corporation)

By _____

(Signature of Officer Signing and Title)

Remarks: All articles of incorporation must be accompanied by an original appointment of agent. There is no
 filing fee for this appointment.