

B460 1617
RECEIPT AND CERTIFICATE **Nº 2407**
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 13th day of June A. D. 1966, and recorded on Roll B460 at Frame 1617 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

Ted W. Brown

TED W. BROWN,
Secretary of State

Filed by and Returned To: Benesch, Friedlandet, Mendelson & Coplan

1100 Citizens Bldg.

Cleveland, Ohio 44114 Att: L. M. Bell

FEE RECEIVED: \$ 25.00

NAME: WRIGHT AIR LINES, INC.

145-32

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CERTIFICATE OF MERGER

351052
APPROVED
By.....
Date 6-13-66
Amount..... 2800
145-32

The undersigned, President and Assistant Secretary of WRIGHT AIR LINES, INC., and President and Secretary of COMMUTER AIRLINES, INC., do hereby jointly certify that annexed hereto, as Exhibit "A" is a copy of an Agreement of Merger adopted by each of said corporations in the manner set forth below.

Said undersigned hereby jointly certify that said Agreement of Merger was adopted by unanimous vote of the shareholders of each of said corporations separately, as provided by law and as provided in the Articles of Incorporation and Code of Regulations of said corporations.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands at Cleveland, Ohio, this 9th day of June, 1966.

WRIGHT AIR LINES, INC.

By Gerald E. Weller
Gerald E. Weller, President
and Lawrence M. Bell
Lawrence M. Bell, Assistant Secretary

COMMUTER AIRLINES, INC.

By E. L. Rolfs
E. L. Rolfs, President
and George N. Aronoff
George N. Aronoff, Secretary

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AGREEMENT OF MERGER

THIS AGREEMENT made at Cleveland, Ohio, this 9th day of June, 1966, by and between WRIGHT AIR LINES, INC., an Ohio corporation, herein called the "surviving corporation", and COMPUTER AIRLINES, INC., an Ohio corporation, herein called the "merging" corporation.

WITNESSETH:

WHEREAS, the respective Boards of Directors of each of the corporations parties hereto deem it advisable and to the advantage of their respective corporations and their respective stockholders to merge under and pursuant to the provisions of the Corporation Law of Ohio and, in particular, Sections 1701.78 et seq. of the Ohio Revised Code; and

WHEREAS, the surviving corporation, under its Articles of Incorporation duly filed with the Secretary of State of Ohio on May 18, 1966, and amended June 8, 1966, is authorized to issue 7,501 shares of Common Stock, without par value, which are classified as follows: 1,500 shares of Common Stock; 6,000 shares of Class B Common Stock, and 1 share of Class C Common Stock, of which said one share of Class C Common Stock is now outstanding and of which no shares of either Common Stock or Class B Common Stock are now outstanding; and

WHEREAS, the merging corporation, under its Articles of Incorporation duly filed with the Secretary of State of Ohio on August 26, 1965, is authorized to issue 500 shares of Common Stock, without par value, of which 5 shares are now outstanding.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, it is hereby agreed by and between the corporations which are parties hereto, by action of their respective Board of Directors, that the merging corporation shall be merged into and with the surviving corporation, all as hereinafter set forth:

EXHIBIT 'A'

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1. The merging corporation shall be considered to be merged into and shall be merged into the surviving corporation, and such merger is hereby agreed to be and declared to be effective on June 13, 1966.

The term "effective date of the merger", as hereinafter used, shall mean said date, which date shall, in all events, be subject to first obtaining shareholder approval, which approval is set forth and described in Article 12 hereof, and upon the due granting of the merger as provided by law upon filing of this Agreement with the Secretary of State of Ohio.

2. The parties hereto do hereby agree to such merger and do hereby prescribe the terms and the mode of carrying the same into effect and do mutually and separately covenant and agree to observe, keep and perform said terms and conditions.

3. The name of the surviving corporation shall remain unchanged, to-wit: WRIGHT AIR LINES, INC. and it shall be governed by the laws of the State of Ohio and shall continue to maintain its principal office at Cleveland, Cuyahoga County, Ohio.

4. The number of shares which the surviving corporation is presently authorized to have outstanding will be the same number of shares which the surviving corporation shall be authorized to have outstanding after the effective date of the merger.

5. At the effective date of the merger, the amount of stated capital attributable to shares outstanding which the surviving corporation will have at the effective date of the merger shall be \$5,375.00, being a stated capital of \$1.00 attributable to each share of Class B Common Stock of the surviving corporation at the effective date of the merger and a stated capital of \$500.00 attributable to the one share of Class C Common Stock of the surviving corporation at the effective date of the merger.

6. The earned surplus, if any, of the merging corporation and the surviving corporation, diminished by the deficit of either corporation, if any, shall be the earned surplus of the surviving corporation as of the effective date of the merger.

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7. The names and addresses of the first Directors of the surviving corporation are as follows:

<u>Name</u>	<u>Address</u>
E. L. Rolls	- 1425 Rockwell Avenue, Cleveland, Ohio
Gerald E. Weller	- 1425 Rockwell Avenue, Cleveland, Ohio
George N. Aronoff	- 1100 Citizens Building, Cleveland, Ohio
Mark P. Schumann	- 4391 Bradley Road, Cleveland, Ohio
Lawrence M. Bell	- 1100 Citizens Building, Cleveland, Ohio

8. The names and addresses of the first officers of the surviving corporation are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President & General Manager	Gerald E. Weller	1425 Rockwell Avenue, Cleveland, Ohio
Chairman of the Board, Treasurer & Chief Executive Officer	E. L. Rolls	1425 Rockwell Avenue Cleveland, Ohio
Vice President	Mark P. Schumann	4391 Bradley Road, Cleveland, Ohio
Secretary	George N. Aronoff	1100 Citizens Building, Cleveland, Ohio
Assistant Secretary	Lawrence M. Bell	1100 Citizens Building, Cleveland, Ohio

9. George N. Aronoff of 1100 Citizens Building, Cleveland, Cuyahoga County, Ohio, a natural person and resident of said county, being the county in which the principal office of the surviving corporation is and shall be located, is presently and shall be the Statutory Agent of the surviving corporation upon whom any process, notice or demand against either the surviving corporation or the merging corporation may be served.

10. The manner and basis of converting the shares of the merging corporation into shares of Class B Common Stock of the surviving corporation, so as to reflect the merger effected hereby shall be as follows:

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a) All the present shareholders of the surviving corporation shall continue to hold the same share certificates in the surviving corporation which they now hold and such share certificates shall represent a like number of shares of the surviving corporation after the effective date of the merger.

b) Each and every one of the outstanding shares of Common Stock in the merging corporation shall be surrendered by each of the holders of said shares to the surviving corporation and the surviving corporation shall issue, in exchange and substitution for said certificates, a total of 4,875 shares of Class B Common Stock of the surviving corporation, said shares to be divided and distributed prorata, in proportion to the number of shares of Common Stock of the merging corporation presently held, among the present shareholders of the merging corporation.

c) The express terms of the shares of capital stock of the surviving corporation are as follows:

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 or Class C Common Stock, the sum of Twenty Five Dollars (\$25.00) per share, plus, in case of such dissolution, liquidation or winding up be voluntary, a premium equal to One Dollar Twenty-Five Cents (\$1.25) 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 and Class C Common Stock will participate equally in the

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proceeds remaining in dissolution, liquidation or winding up of the Corporation.

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.

All of said shares each shall have one vote per share and all holders of said shares shall vote together as a single class.

11. The present Code of Regulations and By-Laws of the surviving corporation and the present Articles of Incorporation of the surviving corporation, as amended, shall continue to be the Code of Regulations and By-Laws and Articles of Incorporation, including the purpose clauses, of the surviving corporation.

12. This Agreement shall be submitted for approval of the shareholders of each of the corporations which are parties hereto, for the purpose of voting upon this merger as provided by law and as provided in the Articles of Incorporation and Code of Regulations of each of said corporations. This Agreement shall be deemed to be and shall be the Agreement of Merger of said corporations, upon the approval thereof by the shareholders of each of the corporations parties hereto as provided in the Articles of Incorporation and Code of Regulations of each of the corporations parties hereto.

IN WITNESS WHEREOF, the corporations parties hereto have caused this Agreement to be signed in their respective corporate names by their respective officers thereunto duly authorized by their respective Boards of Directors and shareholders.

WRIGHT AIR LINES, INC.

By /s/ GERALD E. WELLER
Gerald E. Weller, President

and /s/ LAWRENCE M. BELL
Lawrence M. Bell, Assistant Secretary

COMMUTER AIRLINES, INC.

By /s/ E. L. ROLLS
E. L. Rolls, President

and /s/ GEORGE N. ARONOFF
George N. Aronoff, Secretary