

F14000002753

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

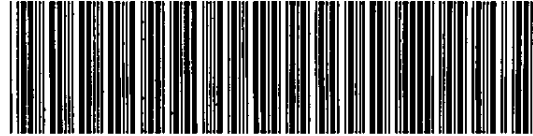
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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name change
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FILED
16 APR -5 PM 1:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 08 2016

A RAMSEY

John C. Frieden*
Michael J. Unrein
Randall J. Forbes*
Kevin M. Fowler
Brenda L. Head

**FRIEDEN, UNREIN
& FORBES LLP**
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1414 S.W. Ashworth Place, Suite 201, Topeka, Kansas 66604 • www.fuflaw.com

Tel: 785-354-1100 • Toll Free: 888-293-4916 • Fax: 785-354-1113

*Also admitted in Missouri **Also admitted in Illinois

mbergmann@fuflaw.com

April 1, 2016

SENT VIA FEDEX EXPRESS
8057 7999 1256

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Vaerus Aviation, Inc.

Dear Sir or Madam:

I enclose for filing the necessary forms for the Name Change Amendment of Flight Management Group, Inc. Also enclosed is a check made payable to the Florida Department of State in the amount of \$43.75 for the filing fee and a certified copy.

We would like the file-stamped amendment to be emailed to mbergmann@fuflaw.com. If you have any questions or concerns regarding this filing, please don't hesitate to contact me.

Very truly yours,



Angela Konda, CRP
Legal Assistant to Matthew R. Bergmann
FRIEDEN, UNREIN & FORBES, LLP

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Flight Management Group, Inc.

Name of Corporation

DOCUMENT NUMBER: F14000002753

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Matthew R. Bergmann

Name of Contact Person

Frieden, Unrein & Forbes, LLP

Firm/Company

1414 SW Ashworth Pl., Ste. 201

Address

Topeka, KS 66604

City/State and Zip Code

mbergmann@fuflaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Angie Konda

Name of Contact Person

at (785) 354-1100
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F14000002753

Flight Management Group, Inc.

2. Kansas

3. 6-25-14

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 12-4-14 _____

5 Vaerus Aviation, Inc.

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Brooks Pettit

Chairman of Board of Directors

(Title of person signing)

VALIDATION COVER PAGE

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**FLIGHT MANAGEMENT GROUP, INC.
ARTICLES OF INCORPORATION**

ARTICLE I – Name

200 SEP 23 AM 11:05

The name of this Corporation is Flight Management Group, Inc.

FILED
SECRETARY OF STATE

ARTICLE II – Resident Agent

The registered office of the Corporation in Kansas is 3500 SW Fairlawn, Suite 210, Topeka, KS 66614. The resident agent at that address is Michael R. Munson.

ARTICLE III – Business Purpose

This Corporation is organized FOR profit and the nature of its business is:

- A. to provide flight management services;
- B. to enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, state, government or other similar municipal or governmental entity;
- C. to engage in any other lawful acts or activities for which corporations may be organized under the Kansas Corporation Code;
- D. to have and to exercise all the powers conferred by the laws of Kansas upon corporations formed under the laws pursuant to and under which this Corporation is formed, as such laws are now in effect or as may be amended.

ARTICLE IV – Capital Stock

- A. The total number of shares this Corporation is authorized to issue is as follows: 100,000 shares of Common Stock. Each share shall have a \$1.00 par value. The designations, powers, preferences; the relative, participating, optional or other special rights; and the qualifications, limitations or restrictions of the common stock, or any class of series thereof, shall be as determined from time to time by resolution of the Stockholders, duly adopted and filed in accordance with the General Corporation Code of the State of Kansas.
- B. Except as may be otherwise provided by statute, the Corporation shall be entitled to treat the registered holder of any shares of stock of the Corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the Corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares or rights on the parts of any other person, including, but without limiting the generality of the term "person", any purchaser,

FLIGHT MANAGEMENT GROUP, INC.
ARTICLES OF INCORPORATION
Page 2 of 3

pledge, assignee or transferee of such shares or rights, unless and until such person becomes a registered holder of such shares. The foregoing shall apply whether or not the Corporation shall have either actual or constructive notice of the interest of such person.

ARTICLE V – Incorporators

The name and mailing address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Michael R. Munson	Gay, Riordan, Fincher, Munson & Sinclair, PA 3500 S Fairlawn, Suite 210 Topeka, KS 66614

ARTICLE VI – Management of Stockholders

The business and affairs of the Corporation shall be managed and conducted by the stockholders of the Corporation. The stockholders shall have the power to make, alter, and repeal the Bylaws of the Corporation in the manner provided in the Bylaws. The Officers of the Corporation, elected by the stockholders in the manner provided in the Bylaws, shall have all the rights, privileges, responsibilities and obligations of a Director of a Corporation. The stockholders shall have the authority to determine the valuation of consideration received by the Corporation in exchange for shares of stock issued by the Corporation.

ARTICLE VII – Capital

The amount of capital with which this Corporation shall commence business shall be at least \$1,000.

ARTICLE VIII – Arrangement with Creditors

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them, or between this Corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6901 and amendments thereto, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6808 and amendments thereto, may order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such a manner as the court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any

FLIGHT MANAGEMENT GROUP, INC.
ARTICLES OF INCORPORATION
Page 3 of 3

reorganization of this Corporation as consequence of such compromise or arrangement, then the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE IX – Stockholder Property

The private property of the stockholders of this Corporation shall not be subject to the payment of corporate debts.

ARTICLE X – Indemnification

The Corporation shall indemnify its officers, employees, agents, and all other persons as provided in and to the full extent authorized by K.S.A. 17-6305, and amendments thereto.

ARTICLE XI – Duration

The existence of this Corporation is perpetual.

IN TESTIMONY WHEREOF, I declare, under penalty of perjury according to the laws of Kansas, that the foregoing is true and correct.

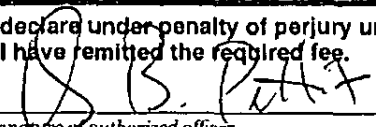
Dated: September 23, 2010.


Michael R. Munson

RO 53-06	KANSAS SECRETARY OF STATE
	Change of Registered Office or Agent by a Corporation
CONTACT: Kansas Office of the Secretary of State	
Memorial Hall, 1st Floor 120 S.W. 10th Avenue Topeka, KS 66612-1594	(785) 296-4564 kssos@sos.ks.gov www.sos.ks.gov

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 03404996	

i INSTRUCTIONS: All information must be completed or this document will not be accepted for filing.
Please read instructions sheet before completing.

1. Business entity ID number: <i>This is not the Federal Employer ID Number (FEIN)</i>	<u>4451241</u>		
2. Name of corporation: <i>Name must match the name on record with the Secretary of State</i>	<u>Flight Management Group, Inc.</u>		
3. State/Country of organization:	<u>Kansas/ USA</u>		
4. The new name of the resident agent and address of the registered office in Kansas: <i>Address must be a street address A P.O. box is unacceptable</i>	<u>Matthew R. Bergmann</u> <i>Name</i>		
	<u>555 S. Kansas, Ste. 303</u> <i>Street Address</i>		
	<u>Topeka</u> <i>City</i>	<u>Kansas</u> <i>State</i>	<u>66603</u> <i>Zip</i>
5. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct and that I have remitted the required fee.			
 <i>Signature of authorized officer</i>		<u>January 21, 2013</u> <i>Date (month, day, year)</i>	
<u>Kelly Brooks Pettit</u> <i>Name of signer (printed or typed)</i>			

Handwritten initials

RG0**53-27**

KANSAS SECRETARY OF STATE
Change of Resident Agent Name and/or
Registered Office Address by
Resident Agent

CONTACT: Kansas Office of the Secretary of State

Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594

(785) 296-4564
kssos@sos.ks.gov
www.sos.ks.gov

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\$35.00

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06-11-2014
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FILE#: 4451241



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INSTRUCTIONS: All information must be completed or this document will not be accepted for filing.
Please read instructions sheet before completing.

1. I, Matthew R. Bergmann, the resident agent for the entity(ies) listed below, do hereby certify that I have changed my name and/or the registered office address in the state of Kansas for the following business entity(ies):

2. Business entity ID number:

This is not the Federal Employer ID Number (FEIN)

4451241

3. Business entity name:

Name must match the name on record with the Secretary of State

Flight Management Group, Inc.

4. State/Country of organization:

Kansas/USA

5. Current resident agent name and registered office address:

*Address must be a street address
A P.O. box is unacceptable*

Matthew R. Bergmann

Name

555 S Kansas Ave Suite 303

Street Address

Topeka

Kansas

66603

City

State

Zip

6. New resident agent name and registered office address:

*Address must be a street address
A P.O. box is unacceptable*

Matthew R. Bergmann

Name

1414 SW Ashworth Place Suite 201

Street Address

Topeka

Kansas

66604

City

State

Zip

7. Effective date:

☒ Upon filing☐ Future effective date

Month

Day

Year

8. I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct and that I have remitted the required fee.

Signature of resident agent

Matthew R. Bergmann

Name of signer (printed or typed)

June 10, 2014

Date (month, day, year)

Office of the Kansas Secretary of State

Name Change Amendment

Electronic File Stamp Information:

Filed

- Date: 12/04/2014
- Time: 09:38

1. Old Business Entity Name: FLIGHT MANAGEMENT GROUP, INC.
2. Business Entity I.D. Number: 4451241

The name of the business entity has been amended:

New Business Entity Name: VAERUS AVIATION, INC.

The amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602

"I declare under penalty of perjury pursuant to the laws of the state of Kansas that the foregoing is true and correct."

Executed on the 04 of December , 2014 .

Kelly Brooks Pettit, Jr.
Authorized Officer



I, Kris W. Kobach, Secretary of State of Kansas, do hereby certify that this is the true and correct copy of the original document filed electronically on 04 of December , 2014.

Kris W. Kobach

To validate the authenticity of this electronically certified document please visit, <https://www.kansas.gov/sos-namechange/validation.do>. Enter the following authentication code: 27474



I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: Apr 1, 2016
KRIS W. KOEACH
Secretary of State *Kris W. Kobach*

STATE OF KANSAS
OFFICE OF
SECRETARY OF STATE
KRIS W. KOBACH

I, KRIS W. KOBACH, Secretary of State of the state of Kansas, do hereby certify, that according to the records of this office.

Business Entity ID Number: 4451241

Entity Name: VAERUS AVIATION, INC.

Entity Type: DOM: FOR PROFIT CORPORATION

State of Organization: KS

Resident Agent: MATTHEW R. BERGMANN

Registered Office: 1414 SW ASHWORTH PLACE SUITE 201, TOPEKA, KS 66604

was filed in this office on September 23, 2010, and is in good standing, having fully complied with all requirements of this office.

No information is available from this office regarding the financial condition, business activity or practices of this entity.



In testimony whereof I execute this certificate and affix the seal of the Secretary of State of the state of Kansas on this day of March 31, 2016

KRIS W. KOBACH
SECRETARY OF STATE

Certificate ID: 784666 - To verify the validity of this certificate please visit <https://www.kansas.gov/bess/flow/validate> and enter the certificate ID number.