

2/16/2018

Division of Corporations

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To:

Division of Corporations
Fax Number : (850)617-6383

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**FOREIGN PROFIT/NONPROFIT CORPORATION
SOUTHERN AIR INC.**

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Help

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Southern Air Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
Southern Air Inc. a DE Corporation
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. DE
(State or country under the law of which it is incorporated)
3. 31,164,218
(FEI number, if applicable)
4. 3/10/1999
(Date of incorporation)
5. Perpetual
(Date of duration, if other than perpetual)
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 7310 Turfway Road, Suite 400, Florence, KY 41042
(Principal office address)
2000 Westchester Avenue, Purchase, NY 10577
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation Florida 33324
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation in the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

C T Corporation System

By: Michael Scraphin Michael Scraphin Asst. Secretary
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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11. Names and business addresses of officers and/or directors:

A. DIRECTORS

✓Chairman: William J. Flynn
Address: 2000 Westchester Ave. Purchase, NY 10577

✓Vice Chairman: John Dietrich
Address: 2000 Westchester Ave. Purchase, NY 10577

✓Director: Michael Steen
Address: 2000 Westchester Ave. Purchase, NY 10577

✓Director: Adam R. Kokas
Address: 2000 Westchester Ave. Purchase, NY 10577

B. OFFICERS

✓President: John Dietrich
Address: 2000 Westchester Ave. Purchase, NY 10577

✓Vice President: James A. Forbes COO
Address: 2000 Westchester Ave. Purchase, NY 10577

✓Secretary: Adam R. Kokas
Address: 2000 Westchester Ave. Purchase, NY 10577

✓Treasurer: Edward McGarvey
Address: 2000 Westchester Ave. Purchase, NY 10577

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. Scott Roper
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Scott Roper VP of Taxation
(Typed or printed name and capacity of person signing application)

Southern Air Inc.

Board of Directors

✓William J. Flynn
✓John Dietrich
✓Michael Steen
✓Adam R. Kokas
✓Spencer Schwartz

Officers

| | |
|--------------------|--|
| John Dietrich | ✓Chief Executive Officer & President |
| ✓Jim Forbes | Senior Vice President & Chief Operating Officer |
| ✓Ed Jung | Vice President, Supply Technology |
| ✓Edward McGarvey | ✓Vice President & Treasurer |
| ✓Adam R. Kokas | ✓Executive Vice President, General Counsel & Secretary |
| ✓Jeff Carlson | Senior Vice President, Flight Operations |
| ✓Larry Gibbons | Senior Vice President, Procurement |
| ✓Mark Berner | Vice President, Safety, Security & Compliance |
| ✓Bob Kiss | Vice President, Ground Operations |
| ✓Scott Roper | Vice President of Taxation |
| ✓Kevin Sarrube | Vice President, System Operations |
| ✓Wendy Shapiro | Controller |
| ✓Gary Wade | Vice President, Security |
| ✓Michael Borkowski | Assistant Secretary |
| ✓Steve Turner | Director, Operations (not considered an officer) |

Business Address for All:

2000 Westchester Avenue, Purchase, NY 10577

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TALLAHASSEE, FL 32310

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTHERN AIR INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF FEBRUARY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



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SR# 20181067057

You may verify this certificate online at cora.delaware.gov/eutower.shtml

Handwritten signature of Jeffrey W. Bullock in black ink.
Jeffrey W. Bullock, Secretary of State

Authentication: 202165501

Date: 02-16-18