

856017

(FAX)

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H12000031101 3)))



H120000311013ABCJ

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To: Division of Corporations  
Fax Number : (850) 617-6380

000715.16215

From: Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

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

Email Address:

COR AMND/RESTATE/CORRECT OR O/D RESIGN  
ATLANTIC SOUTHEAST AIRLINES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$35.00

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

12 FEB -6 PM 2:17

FILED

RECEIVED

FEB -6 AM 8:09

STATE OF FLORIDA

\*File First, before fax audit #'s #120000311073 and

#120000311093\*

Electronic Filing Menu

Corporate Filing Menu

Help

Amend

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**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

856017  
(Document number of corporation (if known))

**FILED**  
**12 FEB -6 PM 2:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

- 1. Atlantic Southeast Airlines, Inc.  
(Name of corporation as it appears on the records of the Department of State)
- 2. Georgia  
(Incorporated under laws of)
- 3. 4/4/1983  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_

5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

\_\_\_\_\_  
(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.

Utah  
(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)

Michael J. Kraupp  
(Typed or printed name of person signing)

CFO and Treasurer  
(Title of person signing)

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Utah Department of Commerce  
Division of Corporations & Commercial Code  
160 East 300 South, 2nd Floor, S.M. Box 146705  
Salt Lake City, UT 84114-6705  
Phone: (801) 530-4849  
Toll Free: (877)526-3994 Utah Residents  
Fax: (801) 530-6438  
Web Site: <http://www.commerce.utah.gov>

Registration Number: 5745229-0142  
Business Name: ATLANTIC SOUTHEAST AIRLINES, INC  
Registered Date: 5 MARCH 1979

December 30, 2011

**CERTIFIED COPY OF  
ARTICLES OF DOMESTICATION/INCORPORATION**

THE UTAH DIVISION OF CORPORATIONS AND COMMERCIAL CODE ("DIVISION") HEREBY CERTIFIES THAT THE ATTACHED IS TRUE, CORRECT, AND COMPLETE COPY OF THE Articles of Domestication and Incorporation OF

ATLANTIC SOUTHEAST AIRLINES, INC

AS APPEARS OF RECORD IN THE OFFICE OF THE DIVISION.



Kathy Berg  
Director  
Division of Corporations and Commercial Code

Dept. of Professional Licensing  
(801)530-6628

Real Estate  
(801)530-6747

Public Utilities  
(801)530-6651

Securities  
(801)530-6600

Consumer Protection  
(801)530-6601

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5745 H120000311013 RECEIVED  
DEC 27 2011  
Utah Div. of Corp. & Comm. Code

DOMESTICATION

EXPEDITE



State of Utah  
Department of Commerce  
Division of Corporations & Commercial Code  
Articles of Domestification

Pursuant to Utah Code 16-10a-1533 and 48-2c-411, any foreign corporation or limited liability company may become a domestic company by filing Articles of Domestification.

1) The Articles of Domestification shall include:

a) All the requirements applicable to:

Articles of Incorporation (Utah Code Section 16-6a-105 or 16-10a-202); or  
Articles of Organization (Utah Code Section 48-2c-403);

The Articles above must be attached to this document along with the non-refundable processing fee of \$37.00; The Articles need not name or be signed by the Incorporators or Organizers of the Foreign Company, and any reference to the Registered Office, Agent, or Managers shall be the Registered Office and Agent in Utah. Managers and Directors currently in office at the time of filing the Articles of Domestification must be included;

b) The date and state where the subject entity was first formed, organized;

March 5, 1978 Georgia  
Date State / Jurisdiction

c) The name of the foreign company immediately prior to the filing Articles of Domestification;  
Atlantic Southeast Airlines, Inc.

d) Any jurisdiction that constituted the seat, location of incorporation, principal place of business, or central administration of the corporation immediately prior to the filing of the Articles of Domestification;  
Georgia

e) If a foreign corporation, a statement that the articles of domestification were adopted by the company's board of directors and approved by its shareholders or members; or  
These Articles of Domestification were adopted by the company's board of directors and approved by its shareholder and are to be effective as of 12:01 a.m. Mountain Time on Dec 30, 2011.

f) If a foreign limited liability company, a statement that the articles of domestification were approved by its members;

g) Under penalties of perjury, I declare that these Articles of Domestification has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Authorized Signer Signature CFO & Treasurer This

2. Additional filing requirements:

One (1) copy, signed by an authorized officer for a corporation or managing authority if a limited liability company. If the filer requests a copy of the Articles of Domestification an additional exact copy of the filed document along with a return-addressed envelope with adequate first-class postage must also be submitted.

Under GBAMA (63-2-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity's payment address may be provided rather than the residential or private address of any individual affiliated with the entity.

Mailing/Faxing Information: www.corporations.utah.gov/contactus.html Division's Website: www.corporations.utah.gov

DELAYED EFFECTIVE DATE

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed and approved on this 30th day of Dec 2011 in this office of this Division and hereby issued This Certificate thereof.

Examiner KLB Date 12/29/2011



Kathy King  
Division Director

12-27-11 P02:03 RCVD

Date: 12/27/2011  
Receipt Number: 3502128  
Amount Paid: \$300.00

H120000311013

DOMESTICATION

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5745229.0142

ARTICLES OF INCORPORATION  
OF  
ATLANTIC SOUTHEAST AIRLINES, INC.

The undersigned natural person, being at least eighteen years of age, acting as the incorporator of a corporation organized under the Utah Revised Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such corporation, which Articles of Incorporation are to become effective at 12:01 a.m. Mountain time on December 30, 2011.

ARTICLE I - NAME

The name of the corporation is ATLANTIC SOUTHEAST AIRLINES, INC.

ARTICLE II - PURPOSES AND POWERS

The purpose which the corporation is authorized to pursue is to engage in any lawful act or activity for which corporations may be organized under the Act. The corporation shall have all of the rights, powers and privileges now or hereafter conferred upon corporations organized under the Act. The corporation may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

ARTICLE III - SHARES

The aggregate number of shares that the corporation shall have authority to issue is one hundred thousand (100,000) shares of stock having no par value. All stock of the corporation shall be of the same class, common. The common stock of the corporation shall have unlimited voting rights. The common stock of the corporation is entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV - DIRECTORS


As of the effective time of this filing, the board of directors shall consist of eight (8) directors. Thereafter, the number of directors shall be determined from time to time by a resolution of the board of directors.

The names and addresses of the persons who are to serve as the directors until the next annual meeting of shareholders or until their successors are elected and have qualified are:

Jerry C. Atkin  
444 South River Road  
St. George, UT 84790

J. Ralph Atkin  
444 South River Road  
St. George, UT 84790

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code  
I hereby certified that the foregoing has been filed  
and approved on this 26th day of Dec 20 11  
In this office of this Division and hereby issued  
This Certificate thereof.

Examiner: LAB Date: 12/30/2011  
 Nancy Berg  
Division Director

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Ian M. Cumming  
444 South River Road  
St. George, UT 84790

Henry J. Eyring  
444 South River Road  
St. George, UT 84790

Steven F. Udvar-Hazy  
444 South River Road  
St. George, UT 84790

Robert G. Sarver  
444 South River Road  
St. George, UT 84790

Margaret S. Billson  
444 South River Road  
St. George, UT 84790

James L. Welch  
444 South River Road  
St. George, UT 84790

The personal liability of any director to the corporation or to its shareholders for monetary damages for any action taken or any failure to take any action, as a director, is hereby eliminated to the fullest extent permitted by Utah laws. In the event any applicable Utah law or this Article IV is repealed or amended to decrease or limit in any manner the protection or rights available to directors hereunder, such repeal or amendment shall not be retroactively applied in determining the personal liability of a director pursuant to this Article IV prior to the enactment of such amendment.

ARTICLE V - INITIAL OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of the corporation's initial registered agent at that office are:

CT Corporation System  
136 East South Temple, Suite 2100  
Salt Lake City, UT 84111

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ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation are:

Michael J. Kraupp  
444 South River Road  
St. George, UT 84790

The undersigned has executed these Articles of Incorporation on this 27 day of December, 2011 to be effective as of 12:01 a.m. Mountain time on December 30, 2011.

  
\_\_\_\_\_  
Michael J. Kraupp, Incorporator