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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

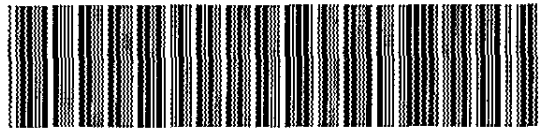
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

J. BRYAN MAR 31 2003



ACCOUNT NO. : 072100000032
REFERENCE : 986634 5021613
AUTHORIZATION :
COST LIMIT : \$ PPD

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TALLAHASSEE, FLORIDA

ORDER DATE : March 27, 2003

ORDER TIME : 9:36 AM

ORDER NO. : 986634-020

CUSTOMER NO: 5021613

CUSTOMER: Jacquelyn Werner, Legal Asst
Wexford Capital Llc
Suite 270
411 West Putnam Avenue
Greenwich, CT 06830

FOREIGN FILINGS

NAME: CHAUTAUQUA AIRLINES, INC.

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03 MAR 28 PM 12:57
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: _____

WEXFORDSM

Wexford Capital LLC

Wexford Plaza
411 West Putnam Avenue
Greenwich, CT 06830
www.wexford.com
(203) 862-7000

Direct Dial: 862-7027
Direct Fax: 862-7327
jwerner@wexford.com

March 26, 2003

State of Florida
Secretary of State
Corporations Division (Registration and Amendment Sections)
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Chautauqua Airlines, Inc., a NY corporation ("Chautauqua NY") was qualified to do business in the state of Florida on May 13, 1973. The Board of Directors deemed it in the best interest of the corporation to be incorporated in Indiana because it was headquartered in Indiana and it would benefit from Indian's business corporation law and for other bona fide business purposes. Therefore an Indiana corporation was formed, and the Chautauqua NY was merged into the Indiana corporation, with the Indiana corporation as the survivor. The name of the Indiana corporation is Chautauqua Airlines, Inc. and its EIN is the same as Chautauqua NY.

In speaking with your office earlier this week, I was directed to enclosed the following items to withdraw the New York corporation and simultaneously qualify the Indiana corporation:

WITHDRAWAL of Chautauqua Airlines, Inc. (a New York corporation)

- Application for Withdrawal (with copy)
- Filing Fee of \$35.00 made payable to the Florida Department of State
- Transmittal Letter

QUALIFICATION of the Chautauqua Airlines, Inc. (a Indiana corporation)

- Application for Authorization to Transact Business (with copy)
- Filing fee of \$78.75 made payable to the Florida Department of State
- Certificate of Legal Existence issued by the Indiana Secretary of States office
- Transmittal Letter

March 26, 2003

Page 2

If you need any additional information, feel free to contact me at the address and phone number listed above. If no additional information is required, please have proof of filing sent to my attention. I have enclosed a self-addressed, stamped envelope for your convenience.

Sincerely,



Jackie Werner
Legal Assistant

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UNION OF CORPORATIONS
TALLAHASSEE, FLORIDA

enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Chautauqua Airlines, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

J. Werner
(Name of Person)

Wexford Capital LLC
(Firm/Company)

411 West Putnam Ave.
(Address)

Greenwich, CT 06330
(City/State and Zip code)

For further information concerning this matter, please call:

Jackie Werner at (203-) 862-7027
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**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. Chautauqua Airlines, Inc.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Indiana 3. 16-1010057
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/26/03 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 2500^{South} High School Road, Indianapolis, IN 46241
(Principal office address)

(Current mailing address)

8. Regional Airline
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at 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.

Corporation Service Company

Brian Courtney
Asst. V. Pres.

(Registered agent's signature)

11. 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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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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CLERK OF COURTS
TALLAHASSEE, FLORIDA

B. OFFICERS

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. _____

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Arthur Amron, Vice President and Assistant Secretary

(Typed or printed name and capacity of person signing application)

**CHAUTAUQUA AIRLINES, INC.
LIST OF OFFICERS AND DIRECTORS**

UPDATED 3/1/03
2003 MAR 28 PM 1:13
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OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

<u>OFFICERS</u>	<u>TITLE</u>	<u>ADDRESS</u>
Bryan K. Bedford	President and Chief Executive Officer	2500 South High School Road Indianapolis, IN 46241
Robert (Hal) Cooper	Executive Vice President, Finance CFO And Assistant Secretary	2500 South High School Road Indianapolis, IN 46241
Wayne Heller	Executive Vice President, Flight Operations	2500 South High School Road Indianapolis, IN 46241
Jerome (Jerry) L. Balsano	Vice President, Customer Service	2500 South High School Road Indianapolis, IN 46241
Jeffrey Jones	Vice President, Strategic Planning	2500 South High School Road Indianapolis, IN 46241
Warren Wilkenson	Vice President, Marketing & Corporate Communication	2500 South High School Road Indianapolis, IN 46241
Don Olvey	Vice President, Safety and Regulatory Compliance	2500 South High School Road Indianapolis, IN 46241
Lars-Erik Arnell	Vice President, Corporate Development	2500 South High School Road Indianapolis, IN 46241
Jay Maymudes	Vice President, Treasurer and Secretary	411 West Putnam Ave. Greenwich, CT 06830
Arthur Amron	Vice President and Assistant Secretary	411 West Putnam Ave. Greenwich, CT 06830

<u>DIRECTORS</u>	<u>ADDRESS</u>
Charles Davidson	411 West Putnam Ave. Greenwich, CT 06830
Joseph Jacobs	411 West Putnam Ave. Greenwich, CT 06830
Jay Maymudes	411 West Putnam Ave. Greenwich, CT 06830
Bryan K. Bedford	2500 South High School Road Indianapolis, IN 46241

STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To Whom These Presents Come, Greetings:

I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

CHAUTAUQUA AIRLINES, INC.

duly filed the requisite documents to commence business activities under the laws of State of Indiana on February 26, 2003, and was in existence or authorized to transact business in the State of Indiana on March 20, 2003.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand
and affixed the seal of the State of Indiana, at the
city of Indianapolis, this Twentieth Day of March, 2003 .

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA, Secretary of State

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