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(City/State/Zip/Phone #)

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(Business Entity Name)

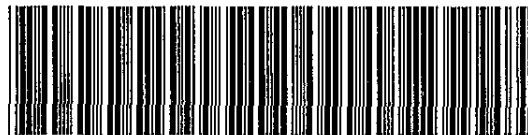
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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 553465 5021613
AUTHORIZATION : *Patricia Pizot*
COST LIMIT : \$ 70.00

FILED
05 AUG 25 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 19, 2005

ORDER TIME : 9:39 AM

ORDER NO. : 553465-010

CUSTOMER NO: 5021613

CUSTOMER: Ms. Jacquelyn Werner
Wexford Capital Llc
411 West Putnam Avenue
Suite 125
Greenwich, CT 06830

FOREIGN FILINGS

NAME: SHUTTLE AMERICA CORPORATION

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER: _____

**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. Shuttle America Corporation

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. Indiana 3. 76-0491397

(State or country under the law of which it is incorporated)

(FEI number, if applicable)

4. February 26, 2003

(Date of incorporation)

5. Perpetual

(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.)

c/o Lyle Rhodes, 11102 West Perimeter Road

7. Fort Wayne, IN 46809

(Principal office address)

Suite 300, 8909 Purdue Road, Indianapolis, IN 46268

(Current mailing address)

Regional Airline Carrier To engage in any act or activity for which

8. corporations may be organized.

(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

By: 

(Registered agent's signature)

Assistant Vice President

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.

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: _____

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 Director or Officer listed in number 12 of the application)

14. Arthur Amron, Assistant Secretary

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

SHUTTLE AMERICA CORPORATION

<u>OFFICERS/DIRECTORS</u>	<u>TITLE</u>	<u>RESIDENCE ADDRESS</u>
Joseph Jacobs	Director	411 West Putnam Ave. Greenwich, CT 06830
Bryan K. Bedford	Director, President,	8909 Purdue Road, Suite 300 Indianapolis, IN 46260
Tom Hanley	CEO	11102 West Perimeter Road Fort Wayne, Indiana 46809
Robert (Hal) Cooper	Executive Vice President, Finance CFO and Assistant Secretary	8909 Purdue Road, Suite 300 Indianapolis, IN 46260
Wayne Heller	Executive Vice President, and COO	8909 Purdue Road, Suite 300 Indianapolis, IN 46260
Scott Durgin	VP, Operations	11102 West Perimeter Road Fort Wayne, Indiana 46809
Jerome (Jerry) L. Balsano	Vice President, Customer Service	8909 Purdue Road, Suite 300 Indianapolis, IN 46260
Jeffrey Jones	Vice President, Strategic Planning	8909 Purdue Road, Suite 300 Indianapolis, IN 46260
Warren Wilkenson	Vice President, Marketing & Corporate Communication	8909 Purdue Road, Suite 300 Indianapolis, IN 46241
Don Olvey	Vice President, Safety and Regulatory Compliance	8909 Purdue Road, Suite 300 Indianapolis, IN 46260
Lars-Erik Arnell	Vice President, Corporate Development	8909 Purdue Road, Suite 300 Indianapolis, IN 46260
Jay Maymudes	Director, Vice President, Treasurer and Secretary	411 West Putnam Ave. Greenwich, CT 06830
Arthur Amron	Vice President, Assistant Secretary and General Counsel	411 West Putnam Ave. Greenwich, CT 06830
Beth Taylor	VP & Corporate Controller	8909 Purdue Road, Suite 300 Indianapolis, IN 46260

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

To Whom These Presents Come, Greetings:

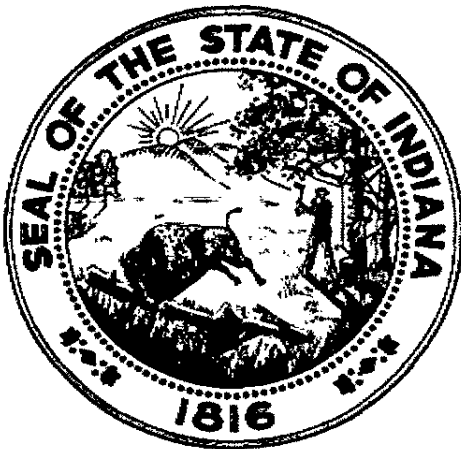
I, TODD ROKITA, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

SHUTTLE AMERICA CORPORATION

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 August 19, 2005.

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 Nineteenth Day of August, 2005 .

TODD ROKITA, Secretary of State

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