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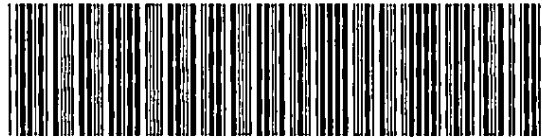
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TALLAHASSEE, FL 32301

2017 SEP -7 PM 2:09

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K. SALY

SEP 13 2017

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Sunrise Airways S.A  
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," or "Certificate of Good Standing" 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:

Jean Sebastien Bayard  
Name of Person

Sunrise Airways S.A  
Firm/Company

2131 SW 205th Street  
Address

Miami / FL / 33189  
City/State and Zip code

sebastien.bayard@sunriseairways.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jean Sebastien Bayard at ( 509 ) 3702-7573  
Name of Person Area Code Daytime Telephone Number

**STREET/COURIER ADDRESS:**

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

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|---|--|---|---|



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 5, 2017

JEAN SEBASTIEN BAYARD  
SUNRISE AIRWAYS  
RUE PANAMERICAINE IMPASSE BESSE #12  
PORT-AU-PRINCE,

SUBJECT: SUNRISE AIRWAYS LLC  
Ref. Number: W17000072358

We have received your document for SUNRISE AIRWAYS LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name listed in number one of the application must be identical to the name listed in the certificate of existence.

EXAMPLE: "SUNRISE AIRWAYS. S.A., LLC",

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Karen A Saly  
Regulatory Specialist II

Letter Number: 617A00018260

**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. Sunrise Airways S.A. Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

Sunrise Airways S.A. International Inc.  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Haiti 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 09/15/11 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)

6. NA  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 6303 blue lagoon drive Suite 400 Miami, FL 33126  
(Principal office address)

8131 SW 205<sup>th</sup> Street Miami, FL 33129  
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Jean Sebastian Bayard

Office Address: 8131 SW 205<sup>th</sup> Street

Miami, Florida 33129  
(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 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.*

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

2017 SEP -7 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Philippe Bayard

Address: 8131 SW 205<sup>th</sup> Street Miami, FL 33129

Vice President: Jonathan Bayard

Address: 8131 SW 205<sup>th</sup> Street Miami, FL 33129

Secretary: Jean Sebastien Bayard

Address: 8131 SW 205<sup>th</sup> Street Miami, FL 33129

Treasurer: Jonathan Bayard

Address: 8131 SW 205<sup>th</sup> Street Miami, FL 33129

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

12. \_\_\_\_\_  
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. \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

FILED  
2017 SEP -7 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pauline

RECTOR GENERAL  
Williams, Eugene

## OFFICIAL GAZETTE OF THE REPUBLIC OF HAITI.

PORT-AU-PRINCE

Monday, August 31, 10<sup>th</sup>, 2005

(100%)

Notice authorizing the operation of the Private Stock Companies called: (SUNRISE AVIATION, S.A.)

Pages 3 through 13

The Ministry of Commerce and Industry notifies the public at large, and the interested parties in particular, that in accordance with the Decree of August 28<sup>th</sup>, 1960, November 11, 1965, October 10, 1979, March 8<sup>th</sup> 1984, and June 2, 1995, are approved, subject to and within the limits of the Laws of the Republic the incorporation deed and the By-laws of the stock corporation called: "SUNRISE AVIATION, S.A." acknowledged by public deed dated November 13, 2008, drawn-up and recorded by Marilvy CHARLES MERCERON, Notary in Port-au-Prince.

Consequently, said corporation, with a registered capital of ONE HUNDRED THOUSAND GOURDES (Gdes (100,000) is hereby authorized to operate, subject to the conditions foreseen by the above paragraph.

Port-au-Prince, January 13, 2005

(5)

Marie-Josée GEORGES GARNIER  
Ministre

Before Mrs. Manly: CHARLES  
MERCERON, Grad. of Law, Notary in Pom-pu-

Prince, identification No. 003-0520925-5, license  
No. 678508, taxpayer No. 106515, undersigned.

HAS APPEARED:

Me. Kellie THYBULLE WOOLLEY

Graduate of Law, Attorney-at-Law,  
Identification No. 002-003-775-7, property  
owner, residing and domiciled in Port-au-Prince

The comparant has, by the foregoing deed, deposited before Mr. Marlvin CHARLES MERCERON, for her to record in her Minutes, and to deliver all necessary certified copies thereof, an original of the deed containing the By-laws of the stock corporation called "SUNRISE AVIATION, S.A."

Said By-laws are typewritten on nine sheets of white paper dated in Port-au-Prince November Thirteen Two thousand eight shall be recorded at the same time as the foregoing doc to remain attached thereto.

WHEREOF RECORD:

Made and recorded in Port-au-Prince, at  
our Study, on December Fifteenth, of the Year  
Two thousand and eight.

Copie Certifiée Conforme à l'original  
par M. le SE DE Notaire et  
à l'adresse de Personne

22/10/18  
Notaire

And after having read-out the deed, the  
comparant signed it with the Notary.

(Signed): NATHAN THIBOUTTE VIOLEUX,  
Graduate of Law, M. CHARLES MERCERON,  
Notary, Depositary of the Minutes at the bottom  
of which it is written:

Recorded in Port-au-Prince, on  
December Eighteenth, of the Year Two thousand  
eight, Folio: Case: ..., of Register: No. ... of  
Civil documents: Collected: Fixed duty: Two  
Gourdes, Stamp: Visa: ...

For the Director General of the Record  
Office (Signed): J.L. SAINT LOUIS.

1<sup>st</sup> Certified Copy  
Collated

(S)

Marilyn CHARLES MERCERON  
Notary

#### ANNEX

#### BY-LAWS OF THE STOCK CORPORATION CALLED: "SUNRISE AVIATION, S.A."

Article 1.- It is hereby formed  
between the current and future owners of  
shares to be hereafter created, and of those to  
be created in the future, a private stock  
corporation which shall be governed by the  
foregoing By-laws and by the laws of the  
Republic of Haiti applicable thereto, and by all  
shareholder agreement that may bind the  
shareholders.

Article 2.- OBJECT OF THE  
COMPANY. The corporation's main object is to  
operate an air transportation service, to rent  
aircrafts, to maintain and repair aircrafts, to  
transport passengers and goods in general as  
well as all other services likely of help the  
company's growth.

To that effect, it may undertake all  
commercial, industrial, sea and financial  
operations likely to be directly or indirectly  
connected with its object, and with all other  
objects likely to facilitate its development.

The company may perform all such  
operations or any one or several of same, for its  
account or for that of third parties, either alone

or in association with third parties, it may  
borrow money, and take on all interests and  
participations in all companies that may be  
connected with one of the aforementioned  
objects, or the nature of which is likely to  
facilitate such activities, this by the creation of  
new companies, by means of capital  
contributions, of subscription contracts and the  
purchase of shares obligations and other  
securities.

It may purchase, rent-out, sell, import  
export, pledge, rent, and lease any movable or  
real property necessary for the materialization  
of its object. It shall have the option to meet the  
object for the purpose of which it was  
organized, in the same manner and as fully as a  
physical individual could have done so.

Article 3.- NAME: In addition to its legal  
title of Stock Corporation, the company shall  
take on the name, "SUNRISE AVIATION, S.A."

Article 4.- REGISTERED OFFICE:  
The stock corporation's registered office shall be  
established in Port-au-Prince, Haiti. It may be  
transferred to any other location within the  
country by decision of its Board of Directors/the  
corporation may also establish annexes and  
branches everywhere on Haitian territory or  
even abroad by decision of the Board of  
Directors.

Article 5.- DURATION: The  
corporation is formed for an unlimited period of  
time, except for cases of early winding-up  
foreseen by law and by the foregoing By-laws.

Article 6.- REGISTERED CAPITAL:  
The corporation's registered capital is  
ONE HUNDRED THOUSAND GOURDES (GDES  
100 000) divided in to four thousand (4,000),  
common shares of Twenty-five Gourde (GDES  
25.00) each. This registered capital may be  
increased on one or several occasions by  
decision of the General Assembly of  
Shareholders voted in conformity with the  
foregoing By-laws, once the original registered  
capital has been fully subscribed and paid-in.

In the event of the increase of the  
registered capital and except by contrary  
decision of the Extraordinary General Assembly

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which shall have decided to perform said increase, the newly created share shall be first offered to the shareholders on a pro rata basis of the number of shares that they already own in the corporation. Should these shareholders fail to accept said offer within a thirty (30) day deadline after said offer is made, any share that is not subscribed by the existing shareholders may offered to third parties by the Board of Directors.

Article 7.- ISSUANCE AND PAYMENT OF SHARES: Calls for funds shall be made known to the shareholders by a simple letter which shall be sent to them to that effect. The subscribers of unpaid shares, the transferees of shares and their original subscribers shall be held jointly liable for the payment of same. Should such shares not be fully paid-in on the dates set, the corporation may:

- either act for the collection of the amounts owed;
- or cancel the subscription of the unpaid shares.

In the first case, and even in the absence for a petition before Justice, the unpaid amounts shall produce interest calculated at a rate to be established by the Board of Directors, taking into account the average rate applied by banks of the location to commercial loans.

In the second case, the Board of Directors shall call upon new subscribers, whether shareholders or not.

Article 8.- MODIFICATION OF THE REGISTERED CAPITAL: The registered capital may be modified according to the needs of the corporation, upon recommendation of the Board of Directors and after decision of the General Assembly of Shareholders convened to that effect.

Article 9.- FORM OF SHARES: The fully paid-in shares shall be nominal and shall be represented by numbered certificates extracted from a stub register. These certificates shall be sealed with the corporation's seal, and shall be signed by the President or by the Vice President of the corporation and by another member of the corporation's Board of Directors.

The certificates number, the name, the residential address and domicile of the owner shall be noted in a extraordinary register kept for this purpose at the corporation's registered office. Transfers of shares shall also be recorded.

Article 10.- TRANSFER OF SHARES: Transfers of shares among ascendants or descendants, or resulting from the liquidation of a community or from the settlement of an estate shall be free. In all other cases prior to selling or to transferring his/her shares the owner shall make the offer of same to the other shareholders through the Board of Directors on a pro rata basis of the number of shares that they already own in the corporation. The other shareholders shall enjoy a thirty (30) deadline as of the reception of the offer by the Board to accept or to refuse same. Once this deadline has elapsed, should the shareholders refuse or remain silent, these share shall be offered to the other shareholders who shall also enjoy a thirty (30) day deadline to accept or to refuse said offer. Once this second deadline has elapsed, the sale or the transfer may be completed in favor of any person, whether this person is a shareholder of the corporation or not. The fully paid-in shares are the only ones admitted to be transferred or assigned. At equal price and conditions, the shareholder offering to purchase shall always have precedence over any third purchasing party.

The transfer of shares becomes effective upon having been recorded in a Extraordinary register kept for this purpose by the corporation.

Article 11. LOSS OR DESTRUCTION OF SHARES: In The event of loss or destruction of a share certificate, its owner is entitled to the replacement of the certificate that is lost or destroyed, but only after a thirty (30) deadline has elapsed as of the notification of said loss or destruction, and this pursuant to two publications in a large circulation daily newspaper informing the public of the loss or of the theft, and of the cancellation of the certificate(s) in question.

The share certificate that is issued in the event foreseen by the foregoing article shall



Le 22 août 2017

Notaire

bear the mention that it is issued in replacement  
of the certificate that is lost or destroyed

Article 12. SHAREHOLDERS'  
RESPONSABILITE: The corporation's  
shareholders shall be held liable only up to the  
amount of the shares that they own in the  
corporation. The ownership of fully paid-in  
shares gives the shareholders right to part of  
the corporation's assets on a pro rata basis of  
the number of shares that such ownership  
represents as well as an equally proportional of  
the corporations' profits and reserve funds

Article 13. DUTIES ATTACHED TO  
THE SHARE: The rights and duties attached to  
the share follow that deed regardless of the  
hands in which it comes to pass. The ownership  
of a share entails by law full adhesion to the  
foregoing By-laws, to the decisions of the  
General Assembly of Shareholders, to those of  
the Board of Directors, and to shareholder  
agreements. The shareholders, heirs, assigns  
and creditors of a shareholder may not under  
any pretext whatsoever, request the affixing of  
seals on the corporation's assets, papers and  
documents, or demand the apportionment or  
licitation of same, or interfere in any way  
whatsoever with acts of its administration. In  
order to exercise their rights, they must refer to  
the corporation's registers and to the decisions  
of the Board of Directors and of the General  
Assembly of Shareholders.

#### GENERAL ASSEMBLIES

Article 14.- NATURE OF THE  
CORPORATION'S ASSEMBLIES: The shareholders  
convene as General Assemblies which shall be  
qualified as:

a) Extraordinary, when convened  
to deliberate on issues involving the  
modification of the corporation's By-laws;

b) Ordinary in all other cases.  
Ordinary General Assemblies shall be qualified  
as Special Assemblies when  
convened outside of the framework of the  
Annual Assemblies foreseen  
hereinafter.

Article 15.- MEETINGS AND  
CONVOICATIONS: The Ordinary General  
Assembly convenes upon convocation of the  
Board of Directors, each year, within the four (4)  
months following the closing of the  
corporation's year. The Extraordinary Assembly  
is convened by the Board of Directors when such  
Board of Directors deems that it is useful to do  
so

The Special General Assembly is  
convened likewise. In the event of imperious  
necessity, General Assemblies may be convened  
by the President of the Board of Directors, or  
upon the express demand of shareholders  
representing thirty percent (30%) at least of the  
fully paid-in, issued and voting shares.

Convocations to General Assemblies  
shall be made by a letter addressed to the  
shareholders listed in the corporation's  
registers, or by a notice published in a large  
circulation newspaper edited in Port-au-Prince.  
Notices of convocation shall state the purpose,  
the date and the location of the meeting. A  
thirty (30) day deadline at last shall have elapsed  
between the date of convocation and the date  
of the meeting of the General assembly.

Notices of convocation shall not be  
required when all the voting shares issued and  
in circulation are represented at a meeting. A  
decision voted unanimously by the voting  
shares, outside of the framework of a formal  
meeting, shall be as binding as a resolution  
voted in General Assembly.

All shareholders shall be entitled to  
attend General Assemblies upon mere proof of  
their quality of shareholder, subject however to  
the shares that they represented being fully  
paid-in and discharged of the required  
payments. Non fully paid-in shares may not be  
represented. All shareholders may act to be  
represented by a representative in due  
possession of a written proxy. A shareholder  
may also participate in such meetings by  
teleconference. In such case, he/she shall  
confirm his/her presence a a telecopy which will  
remain attached to the attendance sheet.

Article 16.- SHAREHOLDERS' RIGHT  
OF CONTROL. The corporation's financial  
statements shall be made available to the

Notre-Dame de la Paix  
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shareholders thirty (30) days at least prior to the date of the meeting of the General Assembly. Any shareholder may consult such financial statements at the corporation's registered address.

**Article 17.- AGENDA OF MEETINGS**  
The agenda of meetings of the General Assembly as well as the documents required for discussions shall accompany the notice of convocation sent by courier. Only issues listed on a meeting's agenda may be submitted for deliberation, except if foreseen otherwise by law.

Any group of shareholder representing at least one fourth (1/4th) of the paid-in voting shares may submit propositions to be added to the meeting's agenda provided that any such proposition has been consigned in writing and remitted to the President of the Board of Directors eight (8) days at least prior to General Assembly being held.

Before any General Assembly of Shareholders is held, the Secretary shall draw-up an attendance sheet listing the names and addresses of the shareholders present or represented, as well the number and the category of shares held by each of them, and the number of corresponding votes. This list shall be signed by all the shareholders or by their representative shall be certified by the Secretary of the Board of Directors, and kept at the corporation's registered office for communication to whoever is concerned.

**Article 18.- BUREAU OF THE ASSEMBLY**  
The General Assembly is presided by the President of the Board of Directors or should he/she be prevented, by the Vice President, or in the event that the latter is absent, by the oldest member of the Board. The Secretary of the Board of Directors shall be the Secretary of the General Assembly's Bureau. If he is not present, the chairman of the meeting shall designate a Secretary among the members of the General Assembly.

**Article 19.- MINUTES OF MEETINGS**  
After they have been read and approved, deliberations and resolutions of General assemblies shall be consigned in minutes inserted

in a special register kept for this purpose. After having been read-out, minutes of meetings shall be signed by the President and by the Secretary of the Bureau.

Proofs of deliberations and resolutions of all General Assemblies of all General Assemblies shall be found in the copies or excerpts of minutes certified true and sincere by the Board of Directors' Secretary or by two other members of the Board of Directors.

After the corporation's dissolution and during the liquidation process copies or excerpts shall be signed by the liquidators or should the occasion arise, by the sole liquidator.

**Article 20.- EFFECT OF DELIBERATIONS AND OF RESOLUTIONS ADOPTED AT GENERAL ASSEMBLIES**  
A duly convened General Assembly represents the will of all its shareholders. Its deliberations are binding upon all its shareholders, even those absent, dissident or incapable.

#### **SPECIFIC REGULATIONS APPLICABLE TO ORDINARY GENERAL ASSEMBLIES**

**Article 21.- QUORUM AND MAJORITY**  
In order to deliberate validly, the annual Ordinary General Assembly or Ordinary General Assemblies convened as Special Assemblies must convene a quorum consisting of at least half plus one of the voting shares issued and in circulation. If this quorum is not reached, the General Assembly shall be convened again by means of a notice sent within a fourteen (14) clear day deadline. Pursuant to that second notice, the General Assembly may deliberate regardless of the number of voting shares issued and in circulation represented at the meeting.

Decisions of the annual Ordinary General Assembly or of the Ordinary General Assembly convened as Special General Assembly shall be adopted at the fifty-one percent (51%) majority of votes of voting shares issued and in circulation present at the meeting.

**Article 22.- POWERS**  
The annual Ordinary General Assembly convenes in order to deliberate on all issues concerning the activities

of the corporation during the elapsed financial year, its attributions are:

a) to rule on the operations and management report of the corporation's Board of Directors, with the power to give discharge (therefore);

b) to make all decisions concerning the distribution/assignment of profits, more particularly the distribution of dividends;

c) to appoint and to dismiss the Members of the Board of Directors;

d) to rule on the special authorizations and powers to be bestowed upon the Board of Directors;

e) to generally decide on all issues that come into its competence and burn on the agenda of meetings.

Article 23.- SPECIAL ASSEMBLIES: The Ordinary General Assembly convenes in Special Assembly when it is convoked outside of the framework of annual meetings.

#### SPECIFIC RULES APPLICABLE TO EXTRAORDINARY GENERAL ASSEMBLIES

Article 24.- QUORUM AND MAJORITY: Extraordinary General Assemblies are duly convened and deliberate validly only when they are composed of shareholders representing sixty-five percent (65%) of the voting shares issued and paid-in shares. After the first notification, if this quorum is not reached, the General Assembly may decide to issue a new notice of convocation within a fourteen (14) day deadline as of the date of the first notice. It shall validly deliberate at that second meeting with the presence of fifty percent (50%) of the voting issued and paid-in shares.

At all Extraordinary General Assemblies, resolutions shall be adopted at the sixty percent (60%) majority of the voices of the voting shares issued, paid-in and represented at the meeting.

Article 25. POWERS: The Extraordinary General Assembly shall decide on all issues involving a modification of the By-laws, subject to the legal dispositions governing the composition of Assemblies, the method of calculation of votes and the number of the members of Board of Directors. It will notably have the following powers:

a) to create and issue preferred shares while abiding to legal dispositions governing the matter;

b) to modify the registered capital;

c) to decide to wind-up the corporation.

#### BOARD OF DIRECTORS

Article 26.- MEMBERS: The corporation is managed by a Board of Directors consisting of three (3) members at least.

The members may be either physical persons or legal persons. Representatives designated by legal persons must be individually proposed at a meeting and approved by the vote of the General Assembly. In the event of replacement for any reason whatsoever, of a representative of a moral person, that moral person shall enjoy an eight (8) clear day deadline to propose, by registered letter addressed to the Board of Directors, the name and references of his new representative. If after the expiration of the set deadline this moral person has not designated any representative, the Board of Directors may ex officio provide for the replacement of said representative.

The Board of Directors, consisting of the remaining members, may refuse the candidate proposed by the moral person. It shall notify its decision within an eight (8) deadline following the reception of the letter of designation of the new representative of the moral person.

In the event of non-acceptance of the chosen representative, the moral person shall have a new eight (8) day deadline to designate a new representative, in writing, with proof of reception. In the event of a new refusal the process shall be repeated. Pending the final choice the moral person shall be represented by its President.

Copie Certifiée Conforme à l'original  
par nous le 04 DE SEPTEMBRE 2017  
à Port-au-Prince, République de Haïti

*[Signature]*  
Notaire

Subject to the Board of Directors' prior approval, the corporation will pay or reimburse, should the occasion arise, the expenses foreseen in the budget of travel, transportation, food and lodging of the members of the Board of Directors who do not reside in the location where the meeting of the Board of Directors is to be held. The members may, in addition be remunerated for any work performed as executive officer, employee, or agent of the corporation.

Article 27.- MANDATE AND FUNCTIONS: The members of the Board of Directors are elected by the Ordinary General Assembly and their term of office lasts two (2) company years. The members of the Board of Directors shall remain in office until their successors are elected.

The members of the Board of Directors may be indefinitely reelected subject to the conditions established by the By-laws and by the enforceable Haitian laws. These members or the companies that they represent must furthermore each at least one (1) share

Article 28.- MEETINGS OF THE BOARD: The Board of Directors convenes at least once per year, and as often as required by the corporation's interest, upon convocation by the President.

A meeting of the Board may also be convened by two members of the Board of Directors by letter, with proof of reception, addressed to the President or to his replacement, three (3) clear day at least in advance, or by fax (telecopy) or by electronic mail. This letter shall contain the meeting's agenda.

Any member of the Board of Directors may give a power-of-attorney to another member to represent him (her)

Article 29.- QUORUM AND VOTE: The Board of Directors may legally convene when more than half of the members are present or represented. Decisions shall be voted at the majority of votes of the members of the Board of Directors present. Each member of the Board of Directors has only one vote even

when he/she holds two (2) positions. Any member of the Board may participate in a meeting by teleconference. That member's signature however must be affixed on the minutes of said meeting.

Article 30.- VACANCY: In the event of a vacancy caused by the death, incapacity, resignation of a member of the Board of Directors, or for any reason, such vacancy, except in the case of an administrator designated by a moral person for whom the replacement procedure is described in article 26, shall be filled by the election of a new member chosen among the remaining members. The replacement thus chosen shall remain in office during the remaining time that is left on his/her predecessor's term of office

Article 31.- MINUTES: After having been read and approved and recorded in minutes, deliberations and resolutions shall be inserted in a special register and signed by the President and the Secretary.

Copies or excerpts of the minutes of the Board of Directors shall be certified conform by the Secretary of the Board of Directors or by two other members of that Board.

A decision of the Board of Directors adopted at the unanimity of the members, outside of an effective meeting of the Board of Directors shall have the same validity as a resolution of the Board adopted at a meeting, and shall be recorded in the minutes' registers, and shall bear the signature of all the members of the Board of Directors.

Article 32.- POWERS OF THE BOARD OF DIRECTORS: Notwithstanding the superior powers of the General Assembly of Shareholders, the Board of Directors is vested with all powers to act in the name of the corporation such as these powers are established by the incorporation deed, by the laws of the Republic of Haiti, by the minutes of the General Assembly of Shareholders, as well as by all shareholder agreements.

Within the limits that are set hereinabove, the Board of Directors shall be fully responsible for managing and administrating the corporation. Without the list

Copie Certificat Conforme à l'Article  
par nous Me Dina SE DEDOUAIE  
à Residence de Patrice

2017

Notaire

hereunder being exhaustive, the Board may, notably:

a) Develop and approve the internal regulations and administrative organization of the corporation;

b) Designate and dismiss the General Manager and the Officers; approve the corporation's personnel policy; set the scale of salaries as well as remunerations, as well as the conditions for recruiting and dismissing;

c) Designate any person who shall be authorized to sign for account of the corporation the obligations, promissory notes, bills, receipts, endorsements, checks, discharges, contracts and documents in the corporation's name, grant all proxies and powers, either permanent, or on isolated occasions, to any person of its choice;

d) Decide on the acquisition or construction of real property, buy, acquire, or sell, for the corporation's account, any asset, right or privilege, subject to prices, conditions and terms that it shall deem acceptable.

e) Borrow money, give, receive, mortgage, issue notes, sign conventions, transfers and all other negotiable or transferrable instruments, as well as all deeds and rights obtained by means of mortgage or otherwise, and make all actions and deed necessary for such purposes;

f) Relinquish privileges, mortgages, shares, resolutions and other legal rights; sell the corporation's real property;

g) Establish the annual investment, income and expense budgets and declare dividends should the occasion arise;

h) Propose all modifications of the By-laws to the General Assembly;

i) Issue obligations and other securities in the name of the corporation subject

to the terms and conditions that it will deem acceptable.

Article 32- PRESIDENT OF THE BOARD OF DIRECTORS AND DIRECTOR GENERAL: The President of the Board of Directors is the corporation's legal representative. He/she is by right the corporation's but he/she may delegate his/her management powers to another physical person approved by the Board of Directors. In addition to the attributions that are bestowed upon him by the foregoing By-laws, he/she shall furthermore have the following powers:

a) To preside the General Assemblies of Shareholders as well as the meetings of the Board of Directors;

b) To supervise the preparation of the Board of Directors' annual management report as well as the interim reports,

c) To represent the corporation before Justice both as plaintiff and as defendant; to deliver or receive, and should the occasion arise, designate with the Board of Directors' approval, the person(s) in charge of delivering or receiving, the corporation's name, purchase, sales, adjudication, mortgage deeds or deeds of any other nature that must be made in favor of the corporation and resulting from operations made by the corporation, and that would be necessary to liquidate accounts, guaranty loans and interests, to settle debts, to fulfill all formalities and to make all acts in view of materializing the purposes for which the corporation was formed;

d) Within the limits established by the Board of Directors and by the foregoing By-laws, represent the corporation before all parties, all corporations or companies, all entities, either public or private.

Article 34.- VICE PRESIDENT: In the event the President is prevented, the Vice President of the Board of Directors, or in the event that there are more than one Vice President, one of these, in decreasing numerical order established at the time of their designation, shall fulfill the duties of the

NOTAIRE  
DINA SEIDE  
RUE DE LA PAIX, PORT-AU-PRINCE, HAÏTI

Copie Certifiée Conforme à l'original  
par nous M<sup>me</sup> Dina SEIDE Notaire en  
la Residence de Petion-Ville  
Le 22 sept 2017

COAT OF ARMS AND MOTTO

LE MONITEUR  
OFFICIAL GAZETTE OF THE REPUBLIC OF HAÏTI

Published on  
Mondays and Thursdays  
166<sup>th</sup> Year No. 136

PORT-AU-PRINCE

DIRECTOR GENERAL  
Wilfrème Labonté  
Thursday, September 15, 2017

SUMMARY

Excerpt on:

Notice approving the amendment to the By-laws of the Private Stock Company called: "SUNRISE AVIATION S.A." to  
that of "SUNRISE AIRWAYS, S.A."  
Pages 30 through 32

The undersigned Françoise L. PEAR, of the 2015-2016-2017 Certified Expert Translator and Court Interpreter, hereby certify under oath that the document  
hereto is a bona fide and correct translation, from French into English, of that submitted to me, and translated by me, this day, December 22, 2016, subject  
to all lawful reservations, in witness whereof, the foregoing Certification is delivered to serve all lawful purposes.

Traduction en anglais certifiée conforme au document original rédigé en français, sous toutes réserves que le droit soit en leur ou omission.  
Petion-Ville, le 22 décembre 2016.

Françoise L. PEAR  
Expert Traducteur et Interprete

Copie Certifiée Conforme à l'original  
par nous Me Dina SEIDE Notaire, en  
la Residence de Petion-Ville

*Laurent*

President, and shall be bound by the same  
duties which are applicable to the President  
until the latter's return, or until the designation  
of a new President. The Vice President shall  
fulfill such other duties that may be delegated to  
him by the Board of Directors, or by the  
President.

Article 15. The Secretary of the  
corporation, who shall be a natural person,  
shall be elected as follows:

a) To receive and keep the minutes of the  
General Assembly of Shareholders, and of the  
Board of Directors, and to forward the same  
to the shareholders and to the Board of Directors  
at their respective meetings.

b) To record in the minutes the proposals  
submitted, and the resolutions adopted, and to  
convocate the meetings.

c) To supervise and coordinate the  
organization and preparation of General  
Assemblies of Shareholders as well as meetings  
of the Board of Directors.

d) To have custody of the  
corporation's seal.

e) To keep the share register and to  
record in the said register all transfers of  
shares.

Article 16. The Secretary shall be  
entrusted to the Secretary by Law, by the  
General Assembly of Shareholders, and by the  
Board of Directors.

Article 17. The TREASURER shall be  
entrusted to the Treasurer by Law, by the  
General Assembly of Shareholders, and by the  
Board of Directors.

Article 18. The Treasurer shall be  
entrusted to the Treasurer by Law, by the  
General Assembly of Shareholders, and by the  
Board of Directors.

Article 19. The Treasurer shall be  
entrusted to the Treasurer by Law, by the  
General Assembly of Shareholders, and by the  
Board of Directors.

Article 20. The Treasurer shall be  
entrusted to the Treasurer by Law, by the  
General Assembly of Shareholders, and by the  
Board of Directors.

Article 21. The Treasurer shall be  
entrusted to the Treasurer by Law, by the  
General Assembly of Shareholders, and by the  
Board of Directors.

f) To fulfill all other duties that  
entrusted to the Secretary by Law, by the  
General Assembly of Shareholders, and by the  
Board of Directors.

The undersigned, a Notary Public, do hereby certify that the foregoing  
is a true and correct translation of the original document, and that the  
original document is a true and correct translation of the original document.

Traduction en anglais certifiée vraie  
et conforme au document original de langue française, en vertu de la  
Petion-Ville, le 12 Mars 1994.

Françoise L. Pean  
Expert Traducteur assermenté