

F95000003700

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

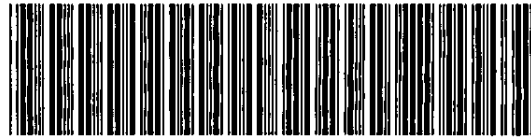
(Business Entity Name)

(Document Number)

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14 FEB 20 PM 4:58  
SECRETARY OF STATE  
HALLMARK BUILDING  
INDIANAPOLIS, IN 46204

*Handwritten signature*

02-21-14

Dc



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 4, 2014

JAMES R. LEE  
TRIUMPH AEROSPACE SYSTEMS - WICHITA, INC  
9323 WEST 34TH STREET NORTH  
WICHITA, KS 67226

SUBJECT: TRIUMPH AEROSPACE SYSTEMS - WICHITA, INC.  
Ref. Number: F95000003700

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE CERTIFICATE FROM THE STATE OF KANSAS MUST HAVE BOTH THE OLD AND NEW NAMES OF THE CORPORATION ALONG WITH THE DATE THE NAME CHANGE TOOK PLACE.

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) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 714A00002486

RECEIVED  
14 FEB 20 PM 4:44  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lee Aerospace, Inc.  
Name of Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**James E Lee**

\_\_\_\_\_  
Name of Contact Person

**Lee Aerospace, Inc.**

\_\_\_\_\_  
Firm/Company

**9323 W 34th St. N**

\_\_\_\_\_  
Address

**Wichita, KS 67226**

\_\_\_\_\_  
City/State and Zip Code

**Dswanson@leeaerospace.com**

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

**James E Lee**

\_\_\_\_\_  
Name of Contact Person

at ( **316** ) **636-9200**

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

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

**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)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. Triumph Aerospace Systems - Wichita, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Kansas

(Incorporated under laws of)

3. 08-01-95

(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? 1/17/14

5. Lee Aerospace, Inc.

(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.

\_\_\_\_\_  
(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)

James E. Lee

(Typed or printed name of person signing)

President

(Title of person signing)

FILED  
14 FEB 20 PM 4:58  
TALLAHASSEE, FLORIDA

**STATE OF KANSAS  
OFFICE OF  
SECRETARY OF STATE  
KRIS W. KOBACH**

I, KRIS W. KOBACH, Secretary of State of the state of Kansas, do hereby certify, that according to the records of this office.

Business Entity ID Number: 1698075

Entity Name: LEE AEROSPACE, INC.

Entity Type: KANSAS FOR PROFIT CORPORATION

State of Organization: KS

Resident Agent: ROBERT D. YOUNG

Registered Office: 250 NORTH WATER, SUITE 300, WICHITA, KS 67202

was filed in this office on July 28, 1989, and is in good standing, having fully complied with all requirements of this office.

No information is available from this office regarding the financial condition, business activity or practices of this entity.



In testimony whereof I execute this certificate and affix the seal of the Secretary of State of the state of Kansas on this day of January 23, 2014

A handwritten signature in cursive script that reads "Kris W. Kobach".

**KRIS W. KOBACH  
SECRETARY OF STATE**

Certificate ID: 597970 - To verify the validity of this certificate please visit <https://www.kansas.gov/bess/flow/validate> and enter the certificate ID number.

1698075

53-03

**AMENDED AND RESTATED ARTICLES OF INCORPORATION****OF****TRIUMPH AEROSPACE SYSTEMS - WICHITA, INC.**

(The Corporation was originally incorporated under the name "Lee Aerospace, Inc." Its original Articles of Incorporation were filed with the Kansas Secretary of State on July 28, 1989.)

IT IS HEREBY CERTIFIED that the following Amended and Restated Articles of Incorporation which restate, integrate, and further amend the Corporation's Articles of Incorporation, as previously filed and as heretofore amended and supplemented, were duly set forth, proposed, approved, and declared advisable by a resolution duly adopted by the Corporation's Board of Directors pursuant to their unanimous written consent filed with the minutes of the Board, and were thereafter duly approved and adopted by the stockholders of the Corporation in accordance with the provisions of K.S.A. § 17-6605 and amendments thereto, and the General Corporation Code of the State of Kansas, and that these Amended and Restated Articles of Incorporation constitute all of the Articles of Incorporation of the Corporation and do hereby supersede the Corporation's Articles of Incorporation previously filed as heretofore supplemented or amended.

IT IS FURTHER CERTIFIED that the capital of the Corporation will not be reduced under or by reason of said Amended and Restated Articles of Incorporation.

IT IS FURTHER CERTIFIED that the effective date of these Amended and Restated Articles of Incorporation will be January 17, 2014.

**ARTICLE I**Name

The name of the Corporation is:

Lee Aerospace, Inc.

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\$35.00	3 03:57:46 PM
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## ARTICLE II

### Registered Office and Resident Agent

The address of the Corporation's registered office in the State of Kansas is 250 North Water, Suite 300, Wichita, Kansas 67202. The name of its registered agent at such address is Robert D. Young. The Corporation will, however, be authorized and empowered to transact and engage in business in any and all other states, territories, and countries, without limitation, both within and without the United States of America.

## ARTICLE III

### Purpose

The Corporation is organized for profit, and the nature of the business and the purposes of the Corporation to engage in any act or activity for which corporations may be organized under the Kansas General Corporation Code, as now in effect and as hereafter amended or modified.

## ARTICLE IV

### Capital Stock

The total authorized capital of the Corporation is 500,000 shares of common stock without par value. Each of such shares, as and when issued, will be fully paid and nonassessable.

## ARTICLE V

### Board of Directors

A. The business and affairs of the Corporation will be managed and conducted by a Board of Directors consisting of one or more members who need not be stockholders, the exact number to be fixed and determined by the Board of Directors, with full authority in the Board of Directors to vary said number at any time and from time to time. Until and unless the Board of Directors will determine otherwise, the Board of Directors will consist of two members.

B. The Board of Directors will have full power and authority to manage the Corporation and any and all of its assets, properties, businesses, and affairs, including the right to elect such officers and assistant officers and to designate and appoint such agents and employees as the Board of Directors deems advisable and to allow them suitable compensation, and will have any and all additional powers and authority, not inconsistent with the express terms of these Articles of Incorporation, that are expressly or impliedly granted to or invested in the Board by the statutes or laws of the State of Kansas, as now in effect and as hereafter amended or modified. Unless otherwise provided in the bylaws of the Corporation, the election of directors by written ballot will be required only if requested by a stockholder entitled to vote at said election.

C. No director of the Corporation will be held personally liable to the Corporation or its stockholders for breach of fiduciary duty as a director except for liability (i) for any breach of a director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the provisions of K.S.A. § 17-6424 and amendments thereto, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this paragraph C will be prospective only and will not adversely affect any limitation on the personal liability of a director of the Corporation serving at the time of such repeal or modification.

## ARTICLE VI

### Compromise or Arrangement

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. § 17-6901 and amendments thereto, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. § 17-6808 and amendments thereto, may order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, will be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.



## ARTICLE VII

### Bylaws

The power to adopt, alter, amend, or repeal the Corporation's bylaws, in whole or in part, at any time and from time to time, will be vested concurrently in the stockholders and in the Board of Directors of the Corporation, but the authority of the Board of Directors with respect to bylaws will at all times remain subject to the superior authority of the stockholders.

## ARTICLE VIII

### Perpetual Existence

The Corporation will have perpetual existence.

## ARTICLE IX

### No Preemptive Rights

No stockholder of the Corporation will have any preemptive right to subscribe to any additional issue of shares of the Corporation's common stock or to any security issued by the Corporation that is convertible into one or more shares of the Corporation's common stock.

## ARTICLE X

### Indemnification

A. The Corporation will indemnify any director or officer of the Corporation who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (collectively a "Proceeding") by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, trustee, partner, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, to the fullest extent permitted by the Kansas General Corporation Code as now in effect and as hereafter amended. Such right to indemnification will be a contract right and will include the right to be paid by the Corporation for expenses incurred in defending any Proceeding in

advance of its final disposition to the fullest extent permitted under the Kansas General Corporation Code as now in effect and as hereafter amended.

B. The rights conferred in paragraph A will not be exclusive of any other right to indemnification which any person may have or hereafter acquire under any statute, bylaw, agreement, contract, resolution of the Board of Directors or stockholders of the Corporation, or otherwise.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Wichita, Kansas as of the 17<sup>th</sup> day of January, 2014, and declare under penalty of perjury under the laws of the State of Kansas that the foregoing is true and correct.

  
\_\_\_\_\_  
James E. Lee, President



**Kansas Secretary of State  
Reservation of Business Entity Name  
Acknowledgment of Filing**

File Date: **11/04/2013**

File Time: **09:18:34**

The undersigned reserved the following business entity name:

**Lee Aerospace, Inc.**

Name of Applicant: **James Lee**

ID Number: **7601347**

Mailing address of applicant:

**9323 E 34th St N  
Wichita , KS 67226  
USA**

Signature: **James Lee**

I, Kris W. Kobach, Secretary of State of the State of Kansas, do hereby certify that this is the true and correct copy of the original document filed electronically on **11/04/2013** at **09:18:34**.

This reservation will expire on **03/04/2014**.

Kris W. Kobach  
Secretary of State

[< back to Transactions](#)



I hereby certify this to be a true and correct copy of the original on file.

Certified on this date: Feb. 12, 2013

KRIS W. KOBACH  
Secretary of State

*Kris W. Kobach*