

Document Number Only

F96000000387

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001685855
01/23/96--01053--018
*****70.00 *****70.00

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Sabretech, Inc.

96 JAN 23 PM 1:46

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ GUS/ G/S

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call If Problem

☐ Will Wait

☐ After 4:30

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Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

1/23/96

3:00

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CR2E031 (1-89)

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. SubroTech, 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. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. 1/9/96
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502 and 817.156, F.S.))
7. Sky Harbor International Airport, 3737 E. Bonanza Way
Phoenix, AZ 85034
(Current mailing address)
8. Any lawful act or activity for which corporations may be organized under the Delaware General Corporation Act and the Florida Business Corporation Act.
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T CORPORATION SYSTEM

Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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.

C T CORPORATION SYSTEM

TIMOTHY E. CARLSON
(Registered agent's signature) (Officer)
ASSISTANT SECRETARY

(Type Name and Title of Officer)

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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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____ (see attached list)

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____ (see attached list)

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

14. Rodney E. Olson Vice President: Director
(Typed or printed name and capacity of person signing application)

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SABRETECH, INC.

List of Officers and Directors

Name	Title	Address
F. Holmes Lamoreux	Chairman of the Board; Chief Executive Officer; Director	Sky Harbor International Airport 3737 East Bonanza Way Phoenix, AZ 85034
Jerry L. Leath	Vice Chairman; Director	(same as above)
Rodney E. Olson	Vice President; Director	(same as above)
Susan S. Aselage	Secretary; Director	(same as above)
Gail B. Johnson	Assistant Secretary; Director	(same as above)
Robert F. Dowd	Treasurer	(same as above)
Stephen D. Townes	President	(same as above)
Andres A. Fraga	Vice President - Avionics & Telecommunications	(same as above)
Jaime L. Galindo	Vice President & General Manager - Miami	(same as above)
Fain Kaspar	Vice President - Operations-Amarillo	(same as above)
Larry D. Larsen	Vice President - Finance & Planning	(same as above)
Larry D. Smith	Vice President - Human Resources & Administration	(same as above)
William B. Thompson	Vice President - Marketing	(same as above)
Richard J. Wolfkeil	Vice President - Special Programs	(same as above)

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DIVISION OF CORPORATIONS
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State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SABRETECH, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF JANUARY, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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DIVISION OF CORPORATIONS
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Edward J. Freel
Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7796400

01-19-96

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96 JAN 24 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM
Requestor's Name
660 East Jefferson Street
Address
Tallahassee, Florida 32301
City State Zip Phone
904-222-1092
CORPORATION(S) NAME

000001702130
-01/31/96--01015--007
****140.00 ****140.00

Dynair Avionics, Inc.
Dynair Tech of Florida, Inc.
Dynair Tech of Texas, Inc.
merging into: Sabretach, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call If Problem
☐ Will Wait
- ☒ Merger
☐ Mark
☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS/ G/S
☐ After 4:30
☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

1/24/94
3:00

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N. HENDRICKS JAN 25 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING:

DYNAIR AVIONICS, INC., A FLORIDA CORPORATION, P95000044668
DYNAIR TECH OF FLORIDA, INC., A FLORIDA CORPORATION, 182112
DYNAIR TECH OF TEXAS, A TEXAS CORPORATION NOT QUALIFIED

Into

SABRETECH, INC., a Delaware corporation F96000000387

File date: January 24, 1996

Corporate Specialist: Nancy Hendricks

FILED

96 JAN 24 AM 8:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF OWNERSHIP AND MERGER

AND ARTICLES OF MERGER

MERGING

DYNAIR AVIONICS, INC.,

DYNAIR TECH OF FLORIDA, INC.

AND

DYNAIR TECH OF TEXAS, INC.

INTO

SABRETECH, INC.

The undersigned corporations, pursuant to Section 253 of the Delaware General Corporation Law, Section 607.1104 of the Florida 1989 Business Corporation Act, and Article 5.16 of the Texas Business Corporation Act, adopt this Certificate of Ownership and Merger and Articles of Merger:

1. DynAir Avionics, Inc., a Florida corporation ("Subsidiary 1"), has authorized and outstanding capital stock consisting of one hundred shares of Common Stock, \$1.00 par value, and SabreTech, Inc., a Delaware corporation (the "Parent Corporation"), owns one hundred per cent of such Common Stock.

2. DynAir Tech of Florida, Inc., a Florida corporation ("Subsidiary 2," and collectively with Subsidiary 1, the "Florida Subsidiaries"), has authorized and outstanding capital stock consisting of nine shares of Common Stock, having no par value, and the Parent Corporation owns one hundred per cent of such Common Stock.

3. DynAir Tech of Texas, Inc., a Texas corporation (collectively with the Florida Subsidiaries, the "Subsidiaries"), has authorized and outstanding capital stock consisting of one thousand shares of Common Stock, par value \$1.00, and the Parent Corporation owns one hundred per cent of such Common Stock.

4. The Parent Corporation desires to merge into itself the Subsidiaries and to be possessed of all the estate, property, rights, privileges and franchises of such Subsidiaries.

5. The Parent Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of its members on January 19, 1996 and filed with the minutes of its Board of Directors, determined to and did merge into itself said Subsidiaries:

RESOLVED, that the Agreement and Plan of Merger among this Corporation and DynAir Avionics, Inc., DynAir Tech of Florida, Inc. and DynAir Tech of Texas, Inc. (together, the "Subsidiaries") (the "Agreement and Plan of Merger"), whereby the Subsidiaries will merge with and into this Corporation, be and it hereby is approved and adopted; and

FURTHER RESOLVED, that this Corporation, through the Agreement and Plan of Merger, does hereby merge into itself the Subsidiaries and assume all of their liabilities and obligations; and

FURTHER RESOLVED, that the officers of this Corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger and Articles of Merger setting forth a copy of these resolutions and to cause the same to be filed with the Secretaries of State of the States of Delaware, Florida and Texas; and

FURTHER RESOLVED, that the officers of this Corporation be, and they hereby are, authorized and directed to take all actions and to execute and deliver all documents and other instruments in the name or on behalf of this Corporation as may be necessary or convenient to effect the merger contemplated in the foregoing resolutions.

6. Approval of the Agreement and Plan of Merger, attached hereto as Exhibit A, by a vote of the shareholders of the Subsidiaries is not required.

7. The Parent Corporation, being the sole shareholder of each of the Florida Subsidiaries, waived in writing the requirement that the Parent Corporation mail to it a copy of the Agreement and Plan of Merger.

8. The merger shall become effective immediately upon the filing of the appropriate documents with the Secretaries of State of the States of Delaware, Florida and Texas, in compliance with the laws of the States of Delaware, Florida and Texas.

9. The address of the registered office of the Parent Corporation, being the surviving corporation, in Delaware is 1209 Orange Street, Wilmington, Delaware 19801, and its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned have caused this certificate to be signed this 19th day of January, 1996.

SABRETECH, INC.

By: Rodney E. Olson
Name: Rodney E. Olson
Title: Vice President

DYNAIR AVIONICS, INC.

By: Rodney E. Olson
Name: Rodney E. Olson
Title: Vice President

DYNAIR TECH OF FLORIDA, INC.

By: 

Name: Rodney E. Olson
Title: Vice President

DYNAIR TECH OF TEXAS, INC.

By: 

Name: Rodney E. Olson
Title: Vice President

Exhibit A

AGREEMENT AND PLAN OF MERGER

among

SABRETECH, INC.

DYNAIR AVIONICS, INC.,

DYNAIR TECH OF FLORIDA, INC.

and

DYNAIR TECH OF TEXAS, INC.

19, 1996, This Agreement and Plan of Merger, dated as of January 19, 1996, between SabreTech, Inc., a Delaware corporation ("Parent") and DynAir Avionics, Inc., a Florida corporation ("Subsidiary 1"), DynAir Tech of Florida, Inc., a Florida corporation ("Subsidiary 2"), and DynAir Tech of Texas, Inc., a Texas corporation ("Subsidiary 3") (collectively, the "Subsidiaries"),

W I T N E S S E T H T H A T:

WHEREAS, Subsidiary 1 has authorized capital stock consisting of one hundred shares of common stock, \$1.00 par value, of which one hundred shares have been duly issued and are now outstanding,

WHEREAS, Subsidiary 2 has authorized capital stock consisting of nine shares of common stock, having no par value, of which nine shares have been duly issued and are now outstanding,

WHEREAS, Subsidiary 3 has authorized capital stock consisting of one thousand shares of common stock, \$1.00 par value, of which one thousand shares have been duly issued and are now outstanding,

WHEREAS, Parent lawfully owns all the outstanding stock of each of the Subsidiaries, and

WHEREAS, the Boards of Directors of Parent and the Subsidiaries, respectively, deem it advisable and generally to the advantage and welfare of the corporate entities and their respective shareholders to merge the Subsidiaries into Parent, and for Parent to be possessed of all the estate, property, rights, privileges and franchises of the Subsidiaries,

NOW THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, the parties agree as follows:

1. Merger. The Subsidiaries shall be and each hereby is merged into Parent.

2. Effective Date. This Agreement and Plan of Merger shall become effective immediately upon the filing of the appropriate documents with the Secretaries of State of the States of Delaware, Florida and Texas, in compliance with the laws of the States of Delaware, Florida and Texas (the "Effective Time").

3. Surviving Corporation. Parent shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Delaware, and the separate corporate existence of the Subsidiaries shall cease upon the Effective Time.

4. Authorized Capital. The outstanding shares of Common Stock of the Subsidiaries will be canceled upon the Effective Time, and no other shares of Common Stock or other securities of the Subsidiaries shall be issued. The authorized capital stock of Parent following the Effective Time shall be 1000 shares of Common Stock, par value \$1.00, unless and until the same shall be changed in accordance with the laws of the State of Delaware. The outstanding shares of Common Stock of Parent shall remain outstanding following the Effective Time. There are no outstanding rights to acquire shares of capital stock of the Subsidiaries.

5. Certificate of Incorporation. The Certificate of Incorporation of Parent shall remain in effect following the Effective Time, until thereafter amended in accordance with the provisions thereof.

6. Bylaws. The Bylaws of Parent shall remain in effect following the Effective Time, until thereafter amended in accordance with the provisions thereof and of the Certificate of Incorporation of Parent.

7. Board of Directors and Officers. The members of the Board of Directors and the officers of Parent immediately following the Effective Time shall be those persons who were the members of the Board of Directors and the officers of Parent immediately prior to the Effective Time, and such persons shall serve in such positions for the terms provided by law or in the Bylaws, or until their respective successors are elected and qualified.

8. Rights and Liabilities of Parent. Upon the Effective Time,

(a) Parent shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, and all of the property of each of the parties hereto;

(b) all debts, liabilities and duties of each of the parties hereto shall attach to Parent and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it, and

(c) Parent shall indemnify and hold harmless the officers and directors of each of the parties hereto against all such debts, liabilities and duties and against all claims and demands arising out of the merger.

9. Director Approval. This Agreement and Plan of Merger was approved and adopted by the Boards of Directors of Parent and each of the Subsidiaries by unanimous written consent as of January 19, 1996.

10. Shareholder Approval. Approval by a vote of the shareholders of Parent or the Subsidiaries is not required to authorize the merger contemplate hereby.

11. Dissenters' Rights. There exist no shareholders of Subsidiary 1 or Subsidiary 2 who, except for the applicability of Section 607.1104 of the Florida 1989 Business Corporation Act (the "FBCA"), would be entitled to vote and who dissent from this merger pursuant to Section 607.1320 of the FBCA, and therefore there exist no shareholders who may be entitled to be paid the fair value of their shares if they comply with the provisions of the FBCA.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement and Plan of Merger as of the date first written above.

SABRETECH, INC.

By: Rodney E. Olson
Name: Rodney E. Olson
Title: Vice President

DYNAIR TECH OF FLORIDA, INC.

By: Rodney E. Olson
Name: Rodney E. Olson
Title: Vice President

DYNAIR TECH OF TEXAS, INC.

By: Rodney E. Olson
Name: Rodney E. Olson
Title: Vice President

DYNAIR AVIONICS, INC.

By: Rodney E. Olson
Name: Rodney E. Olson
Title: Vice President