

3/20/2017

Division of Corporations

M1700002381

Florida Department of State
Division of Corporations
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To: Division of Corporations
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Fax Number : (954)288-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**Foreign Limited Liability Company
WOW AIR EHF.**

Certificate of Status	1
Certified Copy	0
Page Count	11
Estimated Charge	\$130.00

2017 MAR 21 PM 12:57

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COVER LETTER

TO: Registration Section
Division of Corporations

WOW air LLC

SUBJECT: _____
Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Bjarki Már Baxter

Name of Person

WOW air ehf.

Firm/Company

Katrínartún 12.

Address

Reykjavík, 105

City/State and Zip Code

bjarki@wow.is

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

For further information concerning this matter, please call:

Bjarki Már Baxter 00354 864-6496

Name of Contact Person at Area Code Daytime Telephone Number

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

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

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. WOW air LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Icelandic law 3. 98-1132494
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

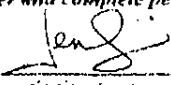
4. _____
(Date first transacted business in Florida, if prior to registration).
(See sections 605.11904 & 605.0905, F.S. to determine penalty liability)

5. Katrinartún 12, 105, Reykjavík, Iceland
(Street Address of Principal Office)

6. Katrinartún 12, 105, Reykjavík, Iceland
(Mailing Address)

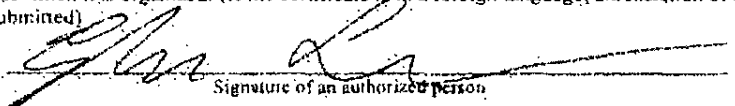
7. Name and street address of Florida registered agent: (P.O. Box, NOT acceptable)
Name: CT Corporation System
Office Address: 1200 South Pine Island Road
Broward County, Florida 33324
(City) (Zip Code)

Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated limited liability company 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)
Jennifer Quinn, Asst. Secretary

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:
Stefán Eysteinn Sigurðsson, CFO, Laugarásvegur 47, 104, Reykjavík, Iceland.

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)


Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.

Stefán Eysteinn Sigurðsson
Typed or printed name of signer

Dated 17 March 2017

CERTIFICATE OF GOOD STANDING

Issued by
Fjeldsted & Blöndal Legal Services sif.



Dear Sirs,

We have been asked to certify the good standing of Wow air ehf., registration number 451011-0220, a private limited company incorporated under the laws of Iceland and having its registered office at Katrinartún, 12, 105 Reykjavík, Iceland (the "Company").

1. In order to certify the good standing of the Company we have reviewed a copy of the following documents (the "**Documents**"):
 - 1.1. Articles of Association for the Company, dated 18 March 2016
 - 1.2. Certificate of Incorporation from the Icelandic Register of Companies for the Company, dated 17 March 2017
 - 1.3. Certificate of Competence from the District Court of Reykjavík for the Company, dated 17 March 2017
 - 1.4. Confirmation issued by the Company's domestic bank, Arion bank hf., on ____ March 2017 (the "**Bank Statement**").
2. Having considered the Documents and having regard to the relevant laws of Iceland, we are pleased to certify the following:
 - 2.1. **Status:** The Company is a private limited company incorporated and validly existing under the laws of Iceland for an unlimited period.
 - 2.2. **Solvency:** According to the Court Register of the District Court of Reykjavík, no request has been made to bring the Company up for bankruptcy proceedings, composition with creditors or a moratorium.
 - 2.3. **Bank Standing:** According the Bank Statement, the Company has been a successful business with Arion Bank hf. for a period of three years.
3. This certificate of good standing is given by Fjeldsted & Blöndal Legal Services slf. and by no other person. It is governed by the laws of Iceland and is subject to the exclusive jurisdiction of the Icelandic courts.

Yours faithfully,

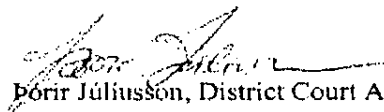

Þórir Júlíusson, District Court Attorney

Exhibit A: Certificate of Incorporation



- Register of Enterprises -
Lögveg 116, 105 Reykjavík, Ísland

Certificate of Registration

Wow air ehf. ID-nr: 451011-0220
Postal Address: *Katrínartúni 12* Domicile: *Katrínartúni 12*
105 Reykjavík 105 Reykjavík

Issued: 17.03.2017
Date of Articles of Association: 18.03.2016

Company's Board of Directors according to a meeting on: 18.03.2016:
090869-4939 Liv Bergþórsdóttir, Ásbúð 102, 210 Garðabær, *Chairman*
280568-5979 Davíð Músson, Sviss, *Director*
031261-3339 Essil Ben Balcanza, Bandaríkin, *Director*
180472-3719 Helga Hlin Hákonardóttir, Lynchólum 9, 210 Garðabær, *Director*
180968-4669 Skúli Mogensen, Bretland, *Director*

Management:
180968-4669 Skúli Mogensen, Bretland

Power of Procuration:
030672-3219 Stefán Eysteinn Sigurðsson, Laugarásveg 47, 104 Reykjavík
180968-4669 Skúli Mogensen, Bretland

Auditors:
590975-0449 KPMG ehf., Borgartúni 27, 105 Reykjavík

Share capital: ISK 86 807.644

Signatures: Majority of the Board of Directors jointly

Restrictions on the handling of shares: Yes

Liability for redemption of shares: No

Activity code:
79.90.0 Other reservation service and related activities
51.10.1 Scheduled air transport

Form of operation: Private limited company

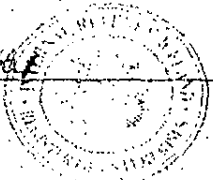
Hilða Þórsdóttir
Hilða Þórsdóttir


Exhibit B: Certificate of Competence



DE RÆÐSDÓMUR
REYKJAVÍKUR

Declaration

It is hereby confirmed that according to the Court Register of the District Court of Reykjavík, a request to bring up this company, Wow air ehf., Katrínartúni 12, 105 Reykjavík, Iceland, national identification number 451011-0220, for bankruptcy proceedings, composition with creditors or a moratorium, has not been made.

The District Court of Reykjavík

17.03.2017.

Exhibit C: Bank Statement



Reykjavik, 20th of Mars 2017

Florida Department of State, Division of Corporations

Re: Confirmation of WOW air's existence.

We, Arion Bank hf., with Reg. No. 581008-0150, Borgartún 19, Reykjavík, Iceland confirms that WOW air ehf., with Reg. No. 451011-0220, Katrínartún 12, 105 Reykjavík, Iceland has been in successful business with us for four years.

WOW air is an existing company and in good standing.

On behalf of Arion Bank hf,

A handwritten signature in black ink, appearing to read "Rúnar Magni Jónsson", written over a horizontal line.

Rúnar Magni Jónsson
Head of Business Relations