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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

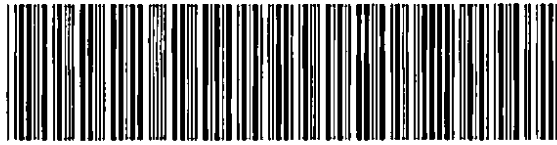
Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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## Filing Cover Sheet

To: Florida Division of Corporations

From: Kim Tadlock C/O Capitol Services, Inc.

Date: 11/28/2017

Trans#: 943760

### Entity Name:

US AVIATION TRAINING SOLUTIONS, LLC (CA) CONVERTING INTO US AVIATION  
TRAINING SOLUTIONS, LLC (FL)

Articles Incorporation ( )

Articles of Amendment ( )

Articles of Dissolution ( )

Annual Report ( )

Conversion (XX)

Fictitious Name ( )

Foreign Qualification ( )

Limited Liability ( )

Limited Partnership ( )

Merger ( )

Reinstatement ( )

Withdrawal / Cancellation ( )

Other ( )

STATE FEES PREPAID WITH CHECK#1107 FOR \$113.75

### PLEASE RETURN:

Certified Copy (XX)

Plain Photocopy ( )

Good Standing ( )

Certificate of Fact ( )

17 NOV 28 PM 3:04  
INC. DIV. OF CORP. SEC.  
TALLAHASSEE, FL

**COVER LETTER**

**TO:** Charter Section  
Division of Corporations

**SUBJECT:** US Aviation Training Solutions, Inc.

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Krystal Rushton

Contact Person

Koenig, Oelsner, Taylor, Schoenfeld & Gaddis PC

Firm/Company

999 18th Street, Suite 1825

Address

Denver, CO 80202

City, State and Zip Code

sphillips@nassusa.net

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

For further information concerning this matter, please call:

Krystal Rushton at ( 720 ) 477-7144

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees    ☐ \$113.75 Filing Fees and Certificate of Status    ☒ \$113.75 Filing Fees and Certified Copy    ☐ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

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1  
100A

**Certificate of Conversion**  
For  
**"Other Business Entity"**  
Into  
**Florida Profit Corporation**

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity" into a Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

US Aviation Training Solutions, LLC

Enter Name of Other Business Entity

2. The "Other Business Entity" is a limited liability company  
(Enter entity type. Example: limited liability company, limited partnership,  
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of California  
(Enter state, or if a non-U.S. entity, the name of the country)

on November 17, 2017  
Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

US Aviation Training Solutions, Inc.

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: \_\_\_\_\_

**(The effective date: Cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State.)**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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Signed this 17 day of November, 2017.

**Required Signature for Florida Profit Corporation:**

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: [Signature]

Printed Name: Stephen PH. H. Title: CFO

**Required Signature(s) on behalf of Other Business Entity:** [See below for required signature(s).]

Signature: [Signature]

Printed Name: Richard McCourt Title: President/CEO

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

**If Florida General Partnership or Limited Liability Partnership:**

Signature of one General Partner.

**If Florida Limited Partnership or Limited Liability Limited Partnership:**

Signatures of **ALL** General Partners.

**If Florida Limited Liability Company:**

Signature of a Member or Authorized Representative.

**All others:**

Signature of an authorized person.

**Fees:**

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

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**ARTICLES OF INCORPORATION  
OF  
US AVIATION TRAINING SOLUTIONS, INC.**

The undersigned incorporator, in order to form a corporate entity under the Florida Business Corporation Act ("Act"), hereby sets forth the following Articles of Incorporation:

**ARTICLE I.**

The name of the company is US Aviation Training Solutions, Inc. (the "**Company**").

**ARTICLE II.**

The address of the registered office of the Company in the State of Florida is 355 Golden Knights Boulevard, Titusville, Florida 32780.

**ARTICLE III.**

The purpose of the Company is to engage in any lawful act or activity for which a corporation may be organized under the Act.

**ARTICLE IV.**

The Company is authorized to issue one class of stock to be designated "Common Stock." The total number of shares which the Company is authorized to issue two thousand (2,000) shares, \$0.001 par value per share (the "Common Stock").

**ARTICLE V.**

For the management of the business and for the conduct of the affairs of the Company, and in further definition, limitation and regulation of the powers of the Company, of its directors and of its stockholders or any class thereof, as the case may be, it is further provided that:

The management of the business and the conduct of the affairs of the Company shall be vested in its Board of Directors (the "**Board**"). The number of directors which shall constitute the whole Board shall be fixed by the Board in the manner provided in the Bylaws, subject to any restrictions which may be set forth in these Amended and Restated Articles of Incorporation.

The Board is expressly empowered to adopt, amend or repeal the Bylaws of the Company. The shareholders shall also have the power to adopt, amend or repeal the Bylaws of the Company.

The directors of the Company need not be elected by written ballot unless the Bylaws so provide.

**ARTICLE VI.**

The address of the Company's registered office in the State of Florida is Capitol Corporate Services, Inc., and the name of the Company's registered agent in the State of at such address is: 515 East Park Avenue, 2<sup>nd</sup> Floor, Tallahassee, Florida 32301.

#### **ARTICLE VII.**

The name and mailing address of the sole incorporator of the Company is Richard McCourt, 355 Golden Knights Boulevard, Titusville, Florida 32780.

#### **ARTICLE VIII.**

To the fullest extent permitted by the Act, as the same exists or may hereafter be amended, a director of the Company shall not be personally liable to the Company or its shareholders for monetary damages. If the Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended. Any repeal or modification of this Article by the shareholders of the Company shall be prospective only and shall not adversely affect any right or protection of a director of the Company existing at the time of such repeal or modification.

#### **ARTICLE IX.**

The Company shall indemnify officers, directors, employees or agents to the fullest extent provided under applicable law and the Bylaws of the Company.

**[Remainder of Page Intentionally Left Blank]**

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on

11/17, 2017.

By: 

Richard McCourt, Sole Incorporator

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### ACCEPTANCE BY AGENT

Having been designated as registered agent to accept service of process for US Aviation Training Solutions, Inc., within the State of Florida, 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 obligation of my position as registered agent.

### CAPITOL CORPORATE SERVICES, INC.

By: Kim Tadlock

Title: Asst Sec on behalf of Capitol Corporate Services, Inc.

Kim Tadlock

Authorized Signature on behalf of Registered Agent  
Entity

Date: 11/28/17

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