

P17000099629

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

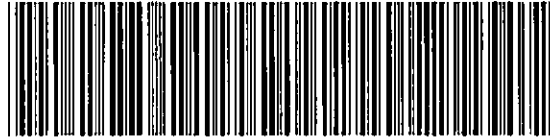
(Document Number)

Certified Copies _____

Certificates of Status _____

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T. BURCH
DEC 19 2017

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:

Sabina Baker

Contact Person

US Aviation Training Solutions, Inc.

Firm/Company

365 Golden Knights Boulevard

Address

Titusville, Florida 32780

City, State and Zip Code

sbaker@usatsolutions.com

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

For further information concerning this matter, please call:

Sabina Baker

at (321) 258-5359 or 321-567-0391

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

<input type="checkbox"/> \$105.00 Filing Fees	<input type="checkbox"/> \$113.75 Filing Fees and Certificate of Status	<input checked="" type="checkbox"/> \$113.75 Filing Fees and Certified Copy	<input type="checkbox"/> \$122.50 Filing Fees, Certified Copy, and Certificate of Status
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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



Titusville, December 18th, 2017

Florida Department of State
Division of Corporations
New Filing Section
2661 Executive Center Circle
Tallahassee, Florida 32301

Attention:

Timothy Burch
Regulatory Specialist III
New Filing Section
Division of Corporation

Reference: Document No. P17000094241

Dear Sir,

I Richard McCourt, President & CEO of US Aviation Training Solutions, re-confirm that:

The corporation named: US Aviation Training Solutions, Inc., Identified with Document Number: P17000094241, originally filed on 11/28/2017 at the Division of Corporation in the State of Florida, has no intentions on retracting or revoking the filing for "Dissolution of Corporation" properly recorded with the State of Florida on December 18th, 2017 for which I enclosed a copy of the transaction for your purposes.

Should you need additional information, please do not hesitate to contact me at 321-567-0391.

Best Regards:

A handwritten signature in black ink, appearing to read "Richard McCourt", written over a horizontal line.

Richard McCourt
President & CEO
US Aviation Training Solutions, Inc.



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

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

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, Inc. / Formerly know as Bristow Academy Inc.

Enter Name of Other Business Entity

2. The "Other Business Entity" is a Corporation Foreign
(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 February 26, 1987

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.

Signed this 18th day of December, 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: Richard J. McCourt Title: President / CEO

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

Signature: [Signature]

Printed Name: Stephen A. Phillips Title: CFO

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)

**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 365 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 Todd A. Smith and the name of the Company's registered agent in the State of at such address is 365 Golden Knights Boulevard, Titusville, Florida 32780.

ARTICLE VII.

The name and mailing address of the sole incorporator of the Company is Richard McCourt, 365 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.

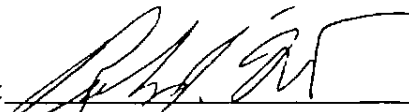
The Company shall indemnify officers, directors, employees or agents to the fullest extent provided under applicable law and the Bylaws of the Company.

ARTICLE X.

The initial officers are:

Richard J. McCourt	Title: President, CEO
Stephen A. Phillips	Title: CFO
James Hoffman	Title: Chief Technical Officer

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 18, 2017.

By: 
Richard McCourt, Sole Incorporator

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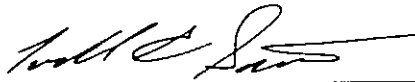
ACCEPTANCE BY AGENT

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.

US AVIATION TRAINING SOLUTIONS, INC

By: Todd A. Smith

Title: Director



Authorized Signature on behalf of Registered Agent
Entity

Date: 12-18-17

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17 DEC 19 PM 3:29
CLERK OF STATE
TALLAHASSEE, FLORIDA