

1201 HAYS STREET
TALLAHASSEE, FL 32301
800-242-8086
P96000046394



PREMIER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 971857 4389123

AUTHORIZATION :

Patricia Pujate

COST LIMIT : \$ 122.50

ORDER DATE : May 31, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 971857

CUSTOMER NO: 4389123

500001846265

CUSTOMER: Robert W. Hudson, Esq
WILSON, ELSER, MOSKOWITZ,
EDELMAN & DICKER
100 S.e. 2nd Street
3800 International Place
Miami, FL 33131

DOMESTIC FILING

NAME: BAIN HOGG AVIATION
(AMERICAS), INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

RECEIVED
96 MAY 31 PM 12:11
DIVISION OF CORPORATION
96 MAY 31 PM 3:45
TALLAHASSEE, FLORIDA

GB 5/31/96

ARTICLES OF INCORPORATION

OF

DAIN HOGG AVIATION (AMERICAS), INC.

05 MAY 31 PM 2:45

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST. The corporate name of the corporation (hereinafter called the "Corporation") is Dain Hogg Aviation (Americas), Inc.

SECOND. The street address, wherever located, of the principal office of the Corporation is 100 Southeast Second Street, 3800 International Place, Miami, Florida 33131. The mailing address, wherever located, of the Corporation is 100 Southeast Second Street, 3800 International Place, Miami, Florida 33131.

THIRD. The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 each and are of the same class and are common shares.

FOURTH. The street address of the initial registered office of the Corporation in the State of Florida is c/o Wilson, Elser, Moskowitz, Edelman & Dicker, 100 Southeast Second Street, 3800 International Place, Miami, Florida 33131. The name of the initial registered agent of the Corporation at said registered office is Robin Taylor Symons.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH. The name and address of the incorporator are:

NAME

ADDRESS

Robin Taylor Symons

Wilson, Elser, Moskowitz,
Edelman & Dicker
100 Southeast Second Street
3800 International Place
Miami, Florida 33131

SIXTH. No holder of any of the shares of any class of the Corporation shall be entitled as a right to subscribe for, purchase, or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation

which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities, or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SEVENTH. The purpose for which the Corporation is organized is to engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

The Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH. The duration of the Corporation shall be perpetual.

NINTH. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on May 30, 1996.


ROBIN TAYLOR SYMONS, INCORPORATOR

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ROBIN TAYLOR SYMONS

Dated: May 30, 1996

FILED
-56 MAY 31 PM 3:45
CLERK OF STATE
TALLAHASSEE FLORIDA

P96000046394

1201 HAYS STREET
TALLAHASSEE, FL 32304
904-2-0171
904-2-0193 X
800-342-8086



ACCOUNT NO. : 072100000032

REFERENCE : 987543 4389123

AUTHORIZATION : Patricia Pyjuth

COST LIMIT : \$ 87.50

ORDER DATE : June 14, 1996

ORDER TIME : 9:31 AM

300001862073

ORDER NO. : 987543

CUSTOMER NO: 4389123

CUSTOMER: Robert W. Hudson, Esq
Wilson, Elser, Moskowitz,
100 S.e. 2nd Street
3800 International Place
Miami, FL 33131

name
change
amend

DOMESTIC AMENDMENT FILING

NAME: BAIN HOGG AVIATION (AMERICAS)
INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

6/14/96
1004
1004
1004
1004
1004

FILED
96 JUN 14 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BAIN HOGG AVIATION (AMERICAS), INC.

FILED
96 JUN 14 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: The first Article contained in the original May 30, 1996 Articles of Incorporation shall be amended to read as follows:

"The corporate name of the corporation
(hereinafter called the "Corporation")
is Bain Hogg (Americas), Inc."

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

THIRD: The date of the amendment's adoption: June 12, 1996 .

FOURTH: Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 13 of June, 1996.

Signature

Robin Taylor Symons
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholder)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ROBIN TAYLOR SYMONS

Typed or printed name

INCORPORATOR

Title

P96000046394
WILSON, ELSER, MOSKOWITZ, EDELMAN & DICKER
3800 International Place, 30th Street, Miami, Florida 33133 (305) 374-4400 Fax (305) 571-1111
Offices: New York • Los Angeles • San Francisco • Washington, DC • Newark • Philadelphia • Baltimore
Miami • Chicago • White Plains, NY • Dallas • Albany, NY • London • Tokyo
Affiliate Offices: Paris • Cologne • Frankfurt • Munich • Wiesbaden

ROBIN TAYLOR SYMONS
REGIONAL MANAGING PARTNER

October 25, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: **Bain Hogg (Americas), Inc.**
Corporate No.: P96000046394

Gentlemen:

We are counsel for Bain Hogg (Americas), Inc. (the "Company"). Please be advised that the main office address of the Company has been changed. The Company's new address is as follows:

BAIN HOGG (AMERICAS), INC.
9130 South Dadeland Blvd.
Suite 1621
Miami, FL 33156

If you have any questions, please do not hesitate to contact me.

Very truly yours,

WILSON, ELSER, MOSKOWITZ, EDELMAN & DICKER


Robin Taylor Symons

cc: Mr. William Willer
Bain Hogg (Americas), Inc.

JL 10/29