

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

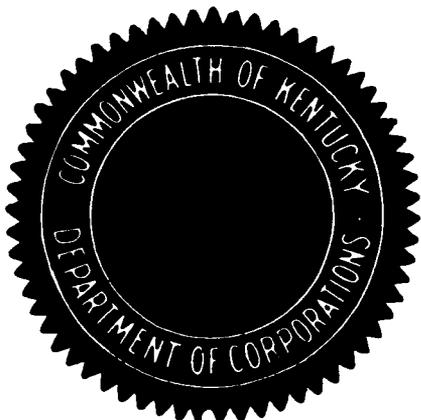
COMAIR INCORPORATED

whose initial agent for process is PETER J. SUMME

203 SCOTT STREET

and whose address is COVINGTON, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 31st day of JANUARY, 1977.

*Drexell R. Davis*

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY  
FILED AND RECORDED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

JAN 1 1977

*David F. Davis*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
COMAIR INCORPORATED

SECRETARY OF STATE  
RECEIVED  
JAN 31 1977  
\$45.00  
Commonwealth of Kentucky

45916

KNOW ALL MEN BY THESE PRESENT:

THAT WE INCORPORATORS, David R. Mueller, 2803 Fraternity Court, Fort Mitchell, Kentucky; Pat J. Sowers, 108 Bartlett Avenue, Erlanger, Kentucky; and Robert T. Tranter, 232 Applewood Drive, Fort Mitchell, Kentucky; do hereby form a corporation, under the laws of the Commonwealth of Kentucky.

ARTICLE I. The corporation hereby formed shall henceforth be known and called COMAIR INCORPORATED, and under the aforesaid name may contract and be contracted with, sue and be sued, adopt a corporate seal, and conduct its business.

ARTICLE II. The nature and purpose of the business to be conducted shall be as follows:

To own and operate a commuter airline service for the transportation of passengers and freight anywhere in the United States.

This corporation shall have all powers granted in K.R.S. 271A.020.

ARTICLE III. The corporation shall have a perpetual existence, unless otherwise dissolved under the provisions of the laws of the Commonwealth of Kentucky.

ARTICLE IV. The corporation's registered office is located at 203 Scott Street, Covington, Kentucky, and the process agent for the corporation is Peter J. Summe at 203 Scott Street, Covington, Kentucky.

The corporations principal place of business is located at Terminal A, Greater Cincinnati Airport, Boone County, Kentucky.

ARTICLE V. The total capital stock of the corporation shall be Six Thousand (6000) shares of non-par common stock.

ARTICLE VI. The Corporation shall commence business with a capital of One Thousand (\$1,000.00) Dollars.

ARTICLE VII. The private property of the shareholders shall not be subject to any payment of any debts, or obligations of said corporation, in any extent or in any manner.

ARTICLE VIII. The affairs and business of the corporation shall be conducted by three (3) and not more than five (5) directors, who shall be elected by the stockholders at their annual meeting. The directors, by a majority vote thereof, shall have the power to elect officers, and to make, alter, amend, or repair the By-Laws of the corporation at any regular or special meeting of the Board of Directors.

ARTICLE IX. The initial Board of Directors:

Raymond A. Mueller  
301 Cherrywood Drive  
Fort Mitchell, Kentucky

David R. Mueller  
2803 Fraternity Court  
Fort Mitchell, Kentucky

Paul Hock  
8360 Old Stable  
Indian Hill, Ohio 45243

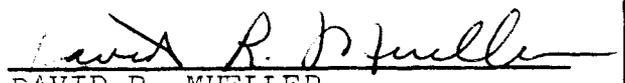
Pat J. Sowers  
108 Bartlett Avenue  
Erlanger, Kentucky

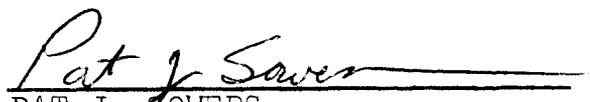
Robert T. Tranter  
232 Applewood Drive  
Fort Mitchell, Kentucky

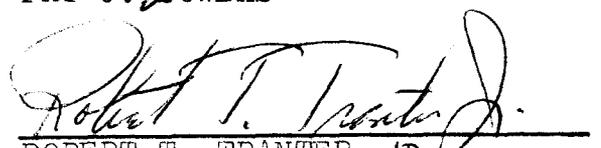
will serve until the first annual meeting of shareholders or until their successors are elected.

ARTICLE X. These Articles of Incorporation may be amended by two-thirds (2/3rd) vote of the stockholders of record at any regular or special stockholders' meeting.

WE, the undersigned, being the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the Commonwealth of Kentucky, and in pursuance of the General Corporation Law of the Commonwealth of Kentucky, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein are true, and accordingly have hereunto set our hands and seals this 26<sup>th</sup> day of January, 1977.

  
DAVID R. MUELLER

  
PAT J. SOWERS

  
ROBERT T. TRANTER JR.

VERIFICATION

STATE OF KENTUCKY            )  
  )    SS  
COUNTY OF KENTON            )

I, Peter J. Summe, a notary public, do hereby certify that on this 26<sup>th</sup> day of January, 1977, personally appeared before me David R. Mueller, Pat J. Sowers, and Robert T. Tranter, who, being by me first duly sworn, declared that they are the Incorporators of Comair Incorporated, that they signed the foregoing document as Incorporators of the corporation, and that the statements therein contained are true.

Peter J. Summe  
NOTARY PUBLIC, KENTON COUNTY,  
KENTUCKY.

My commission expires: 2-7-78

JOSEPH L. SUMME  
ATTORNEY AT LAW  
203 SCOTT STREET  
COVINGTON, KENTUCKY 41011  
TELEPHONE 431-6064

January 24 , 1977

Drexall Davis  
Secretary of State  
Corporation Division  
Frankfort, Kentucky

Dear Sir:

Enclosed please find checks for the filing of the original Articles of Incorporation of COMAIR INC., and for the certificates necessary to license this corporation to do business in Ohio and Indiana.

Filing Fee	15.00
3 <del>X</del> Certificates of Incorporation and Good Standing	3.00
2 Additional <u>Certified</u> copies of Articles of Incorporation	4.00
	<hr/>
Organizational Tax	<u><u>21.00</u></u>
6000 shares no-par	<u><u>39.00</u></u>

I trust the amounts are correct. Please feel free to contact me by phone if there are any problems. Your cooperation will be greatly appreciated.

Respectfully,

*Joseph L. Summe*  
Joseph L. Summe  
Attorney at Law

JLS/pjs