

CHEVROLET AIRCRAFT CORPORATION

CERTIFICATE OF INCORPORATION

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THIS IS TO CERTIFY:

FIRST. That we, the subscribers, Huntington Cairns, whose post-office address is Calvert Building, No. 101 East Fayette Street, Baltimore, Maryland, John W. Avirett 2d., whose post-office address is Calvert Building, No. 101 East Fayette Street, Baltimore, Maryland, and H. H. Walker Lewis, whose post-office address is Calvert Building, No. 101 East Fayette Street, Baltimore, Maryland, all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND. The name of the corporation is

CHEVROLET AIRCRAFT CORPORATION.

THIRD. The purposes for which the corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(1) To manufacture, buy, sell and deal in aircraft of every nature and description; to manufacture and deal in accessories, supplies and all necessary equipment used in connection with the repair or manufacture of aircraft. To manufacture, buy, sell and deal in motors and engines, and any and all other constituent parts, accessories and fixtures used in connection with the operation of aircraft.

(2) To transport by aircraft in intrastate, interstate and/or foreign commerce, passengers, freight, securities and articles of merchandise of every nature and description; to conduct aviation meets and otherwise promote the science of aviation.

(3) To carry mail under contract with the United States Government.

(4) To acquire by purchase, lease or otherwise, and to own, operate and dispose of air navigation facilities of every nature and description including terminal landing fields, emergency landing fields, hangars, land lighthouses, storage space, systems of radio communication, aircraft repair stations, mooring masts, landing buoys, air ports, either land or water, and all equipment incidental to the proper maintenance thereof, solely in connection with interstate and/or foreign commerce, by air navigation.

(5) To acquire by lease, purchase, contract, concession or otherwise, and to own, develop, explore, exploit, improve, operate, lease, enjoy, control, manage or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, in any country, state or locality any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every description and nature whatsoever which the corporation may deem wise and proper in connection with the conduct of any business or businesses enumerated in these articles of incorporation.

(6) To engage in and carry on the business of importing, exporting, manufacturing, producing, buying, selling and other-

wise dealing in and with, goods, wares, and merchandise of every class and description.

(7) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

(8) To purchase, lease, hire or otherwise acquire, hold, own, develop, improve and dispose of, and to aid and subscribe toward the acquisition, development or improvement of real and personal property and rights and privileges therein, suitable or convenient for any of the business of the corporation.

(9) To purchase, lease, hire or otherwise acquire, hold, own, construct, erect, improve, manage and operate, and to aid and subscribe toward the acquisition, construction or improvement of, plants, mills, factories, works, buildings, machinery, equipment and facilities and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the corporation.

(10) To acquire all or any part of the good-will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of, the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

(11) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade-names, rights, processes, formulae, and the like, which may seem capable

of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(12) To acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, lease, mortgage, pledge, or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and, while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this corporation.

(13) To issue shares of its stock of any class, in the manner permitted by law, to raise money for any of the purposes of the corporation or in payment for property purchased or for any other lawful consideration.

(14) To borrow or raise money for any of the purposes of the corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law,

for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the corporation for its corporate purposes.

(15) To aid in any manner any corporation or association any bonds or other securities or evidences of indebtedness of which, or shares of stock in which, are held by or for this corporation, or in which, or in the welfare of which, this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve, or enhance the value of, any such bonds or other securities or evidences of indebtedness, or such shares of stock, or any other property of this corporation.

(16) In connection with or in furtherance of the business of the corporation, to guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which this corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.

(17) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise,

either alone or through or in conjunction with any person, firm, association or corporation, and in any part of the world, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such purposes.

(18) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

It is the intention that the objects and purposes specified in the foregoing clauses of this Article THIRD shall not, unless otherwise specified herein, be in any wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article in this charter, but that the objects and purposes specified in each of the clauses of this Article shall be regarded as independent objects and purposes. It is also the intention that said clauses be construed both as purposes and powers; and, generally, that the corporation shall be authorized to exercise and enjoy all other powers, rights and privileges granted to, or conferred upon, corporations of this character, by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not

intended as exclusive of, or as a waiver of, any of the powers, rights or privileges granted or conferred by the laws of said State now or hereafter in force.

FOURTH. The post office address of the place at which the principal office of the corporation in this State will be located is Calvert Building, No. 101 East Fayette Street, Baltimore, Maryland. The resident agents of the corporation are D. List Warner and George S. Newcomer, the post office address of each of whom is Calvert Building, No. 101 East Fayette Street, Baltimore, Maryland. Said resident agents are citizens of the State of Maryland and actually reside therein.

FIFTH. The corporation shall have three (3) directors, and George D. Bonebrake, John W. Reavis and Charles E. Bodurtha shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH. The total amount of the authorized stock of the corporation is One Hundred (100) shares, without par value.

SEVENTH. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders:

(1) The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, of any class, and securities convertible into shares of its stock, without par value, of any class, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the bylaws of the corporation.

(2) No holders of stock of the corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holder of any or all other classes at the time existing.

(3) No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, and may vote thereat to autho-

rize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(4) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and, if any, what part, of the surplus of the corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter; and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(5) The corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

IN WITNESS WHEREOF, we have signed this certificate
of incorporation of January 7, 1929.

Cora E. Schotta as to Huntington Cairns

Cora E. Schotta as to John W. Avirett, 2d.

Cora E. Schotta as to H. H. Walker Lewis

STATE OF MARYLAND }
CITY OF BALITMORE } To wit:

THIS IS TO CERTIFY, that on January 7, 1929, before
me, the subscriber, a Notary Public of the State of Maryland,
in and for Baltimore City, personally appeared Huntington Cairns,
John W. Avirett, 2d. and H. H. Walker Lewis, and severally
acknowledged the foregoin Certificate of Incorporation to be
their act.

WITNESS my hand and Notarial Seal, the day and year
last above written.

(NOTARIAL SEAL)

Cora E. Schotta
Notary Public.

Certificate of Incorporation of "Chevrolet Aircraft Corporation" received for record January 7, 1929, at 12:15 o'clock P.M and approved by the State Tax Commission of Maryland, January 7, 1929, as in conformity with law and ordered recorded.

(Signed) Jesse D. Price,

" Edward O. Weant,

Commissioners.

STATE TAX COMMISSION OF MARYLAND:-

IT IS HEREBY CERTIFIED, that the within instrument is a true copy of Certificate of Incorporation of "Chevrolet Aircraft Corporation" as received and approved by the State Tax Commission of Maryland.

AS WITNESS my hand and the seal of the said Commission, at Baltimore, this 7th day of January, 1929.

(Signed) Thomas A. Murray, Jr.,
Thomas A. Murray, Jr.,
Secretary.

SEAL OF THE OFFICE
OF THE STATE TAX COMMISSION
OF MARYLAND