

5th DAY OF November
Ollie Farnsworth
M. C. FOR GREENVILLE COUNTY, S. C.
9:30 O'CLOCK A. M. NO. 12714

The State of South Carolina,

CHARTER

BY THE SECRETARY OF STATE

EXECUTIVE DEPARTMENT

WHEREAS, JOHN M. JONES, WILLIAM F. WILSON and LUTHER C. SHELTON, JR.

all of

Greenville, South Carolina

did on the 15th. day of January, 1957, file with the Secretary of State a written Declaration,

signed by themselves, setting forth:

FIRST: That their names and residences are as above given.

SECOND: That the name of the proposed corporation is ATLANTIC AIR TRAVEL, INC.

THIRD: That the principal place of business is North Pleasantburg Drive, Greenville, S. C.

FOURTH: That the general nature of the business which it is proposed to do is to charter air line service trips for passengers and freight; to operate airplanes for hire for transportation of passengers and freight; to operate such scheduled air trips from time to time as the corporation may deem necessary to carry out the business of the corporation; to buy, sell and hold real estate in connection with and incidental to the business of the corporation and to own and use personal property.

JAN 16 10 34 AM
GREENVILLE CO. S. C.
OLLIE FARNSWORTH
R. M. C.

FIFTH: That the amount of the capital stock is Ten Thousand (\$10,000.00) ----- Dollars payable five thousand one hundred and no/100 dollars (\$5,100.00) subscribed and payable in cash or its equivalent, the remaining four thousand, none hundred dollars (\$4,900) being authorized but not subscribed or issued.

SIXTH: That the number of shares into which the capital stock is divided is One Hundred (100)

of the par value of One Hundred (\$100.00) ----- Dollars.

SEVENTH: That, after due notice, a meeting of the subscribers was held on the 12th. day of January, 1957, at which a majority of all stock in value being present in person or by proxy, the following were elected directors: John M. Jones, William F. Wilson and Luther C. Shelton, Jr.

EIGHTH: That subsequently there was elected as President, John M. Jones ;
as Vice-President, William F. Wilson ; as Secretary, Luther C. Shelton, Jr. ;
as Treasurer, William F. Wilson

NINTH: That all requirements of Title 12, Article 1, Chapter 2, Code of Laws of South Carolina, 1952, and all amendments thereto have been duly and fully complied with, 50 per cent. of the aggregate amount of the capital stock having been subscribed by bona fide subscribers, 20 per cent. of the capital stock subscribed having been paid to the Treasurer, and three days' public notice of the intention to file this Declaration with the Secretary of State having been given in Greenville Piedmont

a newspaper published in the County of Greenville

NOW, THEREFORE, I, O. FRANK THORNTON, Secretary of State, by virtue of the authority in me vested by the aforesaid Code and Acts amendatory thereto; do hereby certify that the said Company has been fully organized according to the laws of South Carolina, under the name and for the purposes indicated in their written declaration, and that they are fully authorized to commence business under their charter; and I do hereby direct that a copy of this certificate be filed and recorded in the office of the Register of Mesne Conveyance or Clerk of Court in each county where such Corporation shall have a business office.

GIVEN under my hand and the seal of the State, at Columbia,

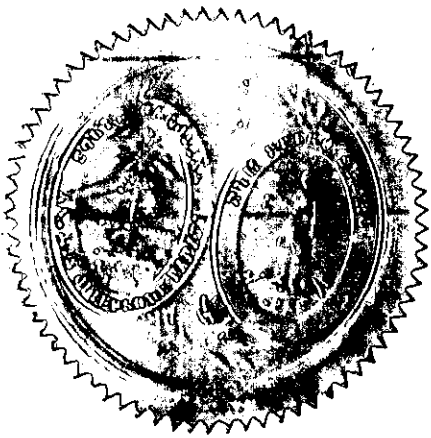
this 15th. day of January

in the year of our Lord one thousand nine hundred and

fifty-seven and in the one hundred and

eighty-first year of the Independence of the

United States of America.



O. Frank Thornton
Secretary of State.

Recorded January 16th, 1957, at 10:34 A.M. #1250.

For increase of Capital Stock See Deed Book 582 Page 256.

State of South Carolina
Executive Department
Pursuant to law the Capital Stock of the within
corporation has this day been increased to the
sum of \$100,000.00 One hundred thousand Dollars,
divided into 10,000 - Ten thousand shares of the par
value of \$10.00 Ten Dollars each.
Given under my Hand and the seal of the State