

FILE NAME: Goodyear (GY)

DATE: 1939

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C83 222A

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 Number 178033

APPLICATION FOR LICENSE

Under Foreign Corporation Act
of Ohio

of

GOODRICH AIRCRAFT CORPORATION

Incorporated under the laws of

Delaware

Filed in the office of the Secretary of State,

Columbus, Ohio, on the 16 day of

Dec 1931 and recorded

in Volume EE Page 686

the Records of the Secretary of State

Secretary of State

APPLICABLE FEES

Permanent License - - \$50.00

Temporary License - - \$100.00

Thompson, Arthur G. Jr.
President
Goodrich Aircraft Corporation

C83 2225
STATE OF OHIO

APPLICATION FOR LICENSE

Under Ohio Foreign Corporation Act

TO THE SECRETARY OF STATE,
COLUMBUS, OHIO.

GOODYEAR AIRCRAFT CORPORATION, a foreign corporation,
desiring to transact business in Ohio, pursuant to the provisions of Sections 8625-1 et seq., General Code
of Ohio, does hereby certify as follows:

- FIRST.** Its corporate name is GOODYEAR AIRCRAFT CORPORATION
- SECOND.** It is a corporation organized under the laws of Delaware
- THIRD.** The complete address of its principal office outside the State of Ohio is
320 West Tenth Street, Wilmington, New Castle County, Delaware.
- FOURTH.** The name of the county and city, village or township in which its principal office within
this state is to be located is c/o The Goodyear Tire & Rubber Co.,
1144 E. Market Street, Akron, Ohio.
- FIFTH.** It hereby constitutes and appoints W. D. Shilts
a resident of the county wherein such principal Ohio office is to be located, as its agent
upon whom service of process may be had in the State of Ohio. The complete residence
address of such person is 1144 E. Market Street, Akron, Ohio.
See letter
- SIXTH.** It hereby consents irrevocably to the service of process on such person and his successors
as long as the authority of such agents shall continue as provided by the Ohio Foreign
Corporation Act, and to service of process on the Secretary of State of Ohio in the event
such person or persons cannot be found or in any of the other events whereby such
service is authorized by the Ohio Foreign Corporation Act.
- SEVENTH.** The purpose of the corporation is (short summary) Manufacture, sell,
operate and promote the advancement of airships, aeroplanes,
balloons, kites, parachutes and all forms of aircraft.
- EIGHTH.** This application ~~is made~~, is not made, (strike out words not applicable) to enable the
corporation to prosecute or defend an action or suit the cause of which arose prior to this
application.
- NINTH.** The approximate date upon which the corporation began transacting business in Ohio is
December 14, 1939.
- TENTH.** This application is made to secure a ~~temporary~~ permanent (strike out word not appli-
cable) license.
- ELEVENTH:** THERE IS HEREWITH SUBMITTED A COPY OF THE APPLICANT'S
ARTICLES OF INCORPORATION, INCLUDING ALL AMENDMENTS THERE-
TO, CERTIFIED BY THE PROPER OFFICIAL OF THE STATE UNDER THE
LAWS OF WHICH THE APPLICANT IS ORGANIZED.

IN WITNESS WHEREOF, said Goodyear Aircraft Corporation has caused this
application to be executed by an executive officer duly authorized in the premises, this 14th
day of December, 1939.

By: [Signature]
(Title) Vice President
Attest: [Signature]
I. S. Secretary

STATE OF Ohio
COUNTY OF Summit

[Signature], being duly sworn, says that he is
Vice President of the applicant and that the statements foregoing are true and correct
according to his best knowledge and belief.

Sworn to before me and subscribed in my presence this 14th day of December, 1939.

[Signature]
Notary Public.

ARTICLE OF INCORPORATION

SECTION 1. NAME AND PURPOSE

First. The name of the corporation is WILMINGTON AIRPORT CORPORATION.

Second. The principal office in the State of Delaware is located at

100 West 10th Street, 10th Floor, Wilmington, Delaware.

The name and address of the Resident Agent in the Corporation State is:

100 West 10th Street, Wilmington, Delaware.

Third. The nature of the business, or objects or purposes to be transacted, promoted or carried on are:

To manufacture, assemble, buy, sell, operate, own, lease or in any other way deal or trade in aircraft, airplanes, helicopters, balloons, blimps, parachutes and all forms of aircraft of every kind and description now or hereafter invented.

To establish, buy, develop, maintain and sell aircraft service and transportation in and to all parts of the world, including but not being limited to, the acquisition, construction and operation of airport fields, taxi-ways, air stations, radio stations, telephone and telegraph lines and any and all structures or property relating thereto.

To manufacture, assemble, buy, sell, or otherwise to deal or trade in, motors, tools, jigs, dies, patterns, parts, accessories and materials of any nature used or useful in connection with the manufacture, operation or sale of aircraft, and generally to engage in any manufacturing or construction business in connection therewith.

To acquire by purchase, lease or otherwise, real property of any nature, wherever situated, together with any buildings or other structures thereon, and to hold, use, mortgage, sell, lease, assign, exchange or otherwise dispose of the same, and also to erect buildings and other structures on any real property.

To acquire by purchase, lease or otherwise, to construct, mortgage, lease or otherwise dispose of, and to own, operate, develop and improve, plants, factories, warehouses, hangars, depots, stores and structures of any and all kinds.

To manufacture, assemble, buy, mortgage, sell, lease or in any other way deal or trade in materials, machinery, equipment, merchandise, parts, tools, implements, accessories and appliances and any and all other property, real or personal, useful in the business of the corporation.

1. The first of these is the fact that the Government has not been able to secure the necessary funds to carry out its policy. This is due to the fact that the Government has not been able to secure the necessary funds to carry out its policy.

[illegible]

The contract hereby made and pertaining to the above described work shall be subject to the terms and conditions, specifications, and requirements as contained in the contract, which shall be the basis of the contract and shall be binding on the contractor.

It became the ruling theory for any of the purposes of the Corporation, that, from first to last, without limit as to amount, to draw, make, accept, endorse, receive and issue promissory notes, drafts, bills of exchange, pay- ments, receipts, acknowledgments and other negotiable or non- negotiable instruments and other evidences of indebtedness, and to receive the payment of any interest and of the interest thereon by mortgage, deed or pledge, certificate of assignment in trust or the whole or any part of the property of the Corporation, whether at the time owned or thereafter acquired and to sell, pledge or otherwise dispose of such bonds or other evidences of the Corporation for its corporate purposes.

To buy, sell or otherwise deal in stocks, bonds, securities, and other financial evidences of debt, or to loan money and take notes, upon mortgages, and other similar evidences of debt or evidences of security therefor.

"So, perhaps, indeed, will and transfer the character of the same capital stock provided it shall not be the funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital except as otherwise permitted by law, and provided further that shares of its own capital stock to be issued to the stockholder upon exercise of its subscription rights shall be sold for cash, and not for property or other consideration."

to have one or more offices, to carry on all or any of the operations and business and without restriction or limit as to amount to purchase or acquire real estate, build, own, manage, sell, convey, or otherwise dispose of real and personal property of every class and description in any of the States, Territories or Possessions of the United States, and in any and all foreign countries, subject to the laws of each State, District, Territory, Colony or country."

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In general, to carry on any other business in connection with the foregoing, all of which may be carried on either as principal or agent, and to have and exercise all the powers conferred by the laws of Delaware upon corporations formed under the act hereinafter referred to, and to do any or all of the things hereinafter set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing clause shall, except where otherwise expressed, be in whole limited or restricted by reference to the act hereinafter set forth, the nature of any other clause in this certificate of incorporation, but the objects and purposes specified in each of the foregoing clauses of this certificate shall be regarded as independent objects and purposes.

Fourth. The total number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000); all of which shares shall be without par value.

Fifth. The amount of capital with which the Corporation will commence business is One thousand dollars (\$1,000.00).

Sixth. The names and places of residence of the Incorporators are

as follows:

NAME

RESIDENCE

<u>D. F. Lewis</u>	<u>Wilmington, Delaware</u>
<u>J. H. Weaver</u>	<u>Wilmington, Delaware</u>
<u>Walter Long</u>	<u>Wilmington, Delaware</u>

Fourth. The Corporation shall have perpetual existence.

Fifth. The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

Sixth. In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized,

to make, alter or repeal the by-laws of the Corporation.

To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

C83 12220

To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose or to fulfill any such reserve in the manner in which it was created.

By resolution or resolutions, passed by a majority of the whole board to designate and to more completely, such committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolution or resolutions or in the by-laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the sale of the Corporation to be effected to all papers which may regulate it. Such committee or committees shall have such more or more as may be stated in the by-laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

Then and so authorized by the affirmative vote of the holders of a majority of the stock issued and outstanding having voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of the holders of a majority of the voting stock issued and outstanding, to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration, which may be in whole or in part shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and for the best interests of the Corporation.

The Corporation may in its by-laws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon it by statute.

Twelfth. No contract or other transaction between this Corporation and any other company 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 peculiarly or otherwise interested in, or are directors or officers of, such other company and any director of this Corporation who is also a director or officer of such other company 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 authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other company.

C83 2225

Eleventh. Meetings of stockholders may be held without the State of Delaware, if the by-laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.

Twelfth. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 5th day of December, 1939.

R. F. Lewis (Seal)

L. H. Herman (Seal)

Walter Lenz (Seal)

STATE OF DELAWARE)
COUNTY OF NEWCASTLE) ss

BE IT REMEMBERED, That on this 5th day of December, A.D., 1939, personally came before me Harold E. Grantland, a Notary Public for the State of Delaware, R. F. Lewis, L. H. Herman and Walter Lenz, all of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and severally acknowledged the said Certificate to be the act and deed of the signers respectively and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year last aforesaid.

Harold E. Grantland



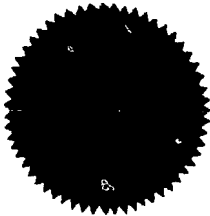
C83 2231



Office of Secretary of State

I Josiah Marvel, Jr., Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "GOODYEAR AIRCRAFT CORPORATION",
as received and filed in this office the fifth day of December, A.D.
1939, at 1 o'clock P.M.

In Testimony Whereof, I have hereunto set my hand
and official seal at Dover this fifth day
of December in the year of our Lord
one thousand nine hundred and thirty-nine.



Secretary of State

1780-25

I, W. H. Hittling, Assistant Secretary of
The Goodyear Tire & Rubber Company, a corporation
organized and existing under and by virtue of the
laws of the State of Ohio, do hereby certify that
as such Assistant Secretary I have unrestricted
access to and custody and control of the official
corporate records, minute books and papers of said
Company and that the following is a true and correct
copy of a resolution adopted at a meeting of the
Board of Directors of said Company duly held on
the 25th day of January, 1940:

"RESOLVED, that the Board of
Directors hereby authorizes and approves the
action of the officers of the Company in
consenting to the qualification under the
laws of Ohio of the Company's subsidiary,
Goodyear Aircraft Corporation, a corporation
incorporated under the laws of the State of
Delaware."

IN WITNESS WHEREOF, I have hereunto set
my hand and caused the official corporate seal of
said Company to be affixed this 25th day of
January, 1940.

W. H. Hittling

Assistant Secretary

#178033

I, H H Kettler, Assistant Secretary of
The Goodyear Tire & Rubber Company, a corporation
organized and existing under and by virtue of the
laws of the State of Ohio, do hereby certify that
as such Assistant Secretary I have unrestricted
access to and custody and control of the official
corporate records, minute books and papers of said
Company and that the following is a true and correct
copy of a resolution adopted at a meeting of the
Board of Directors of said Company duly held on
the 8th day of January, 1940:

"RESOLVED, that the Board of
Directors hereby ratifies and confirms the
action of the Officers of the Company in
consenting to the qualification under the
laws of Ohio of the Company's subsidiary,
Goodyear Aircraft Corporation, a corporation
incorporated under the laws of the State of
Delaware."

IN WITNESS WHEREOF, I have hereunto set
my hand and caused the official corporate seal of
said Company to be affixed this 25th day of
January, 1940.

H H Kettler

Assistant Secretary

Recd 1/30/40

Kettler

EUGENE E. THOMPSON
 CHARLES F. MINE
 WALTER L. FLORE
 J. H. HARRIS, JR. 1936
 CHROME C. VIMMER
 CHARLES W. KELLEN
 ROBERT F. O'HONAN
 DAVID A. GABRIEL
 ELMORE L. ANDREWS
 RICHARD L. HUNDS
 W. WALTER STEWART
 THOMAS J. WILSON
 JAMES A. WELLS
 HOWARD L. HYDE
 ROBERT F. HARRIS
 DENNIS W. PALMQUIST
 LOAN F. STOGACH
 EARL F. SCHNEIDER
 JAMES W. HAYHURST
 J. H. HARRIS, JR. 1936
 HARVEY S. HOBSON
 OWEN F. WALTON

December 22nd, 1930.

178033

Secretary of State,
Columbus, Ohio.

Attention: Mr. Hugh A. Sherer

Gentlemen:

We appreciate your kindness in filing the application for license for Goodyear Aircraft Corporation without the home address of the agent for the service of summons and pursuant to your letter of December 16th we are herewith advising you that the address of W. D. Skiles, agent for the Corporation, is 161 Aurora Street, Hudson, Ohio.

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Very truly yours,

Andrews LVK

Hooper, Hietty

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I, W H Hottler, Assistant Secretary of
The Goodyear Tire & Rubber Company, a corporation
organized and existing under and by virtue of the
laws of the State of Ohio, do hereby certify that
as such Assistant Secretary I have unrestricted
access to and custody and control of the official
corporate records, minute books and papers of said
Company and that the following is a true and correct
copy of a resolution adopted at a meeting of the
Board of Directors of said Company duly held on
the 25th day of January, 1940:

"RESOLVED, that the Board of
Directors hereby ratifies and confirms the
action of the Officers of the Company in
consenting to the qualification under the
laws of Ohio of the Company's subsidiary,
Goodyear Aircraft Corporation, a corporation
incorporated under the laws of the State of
Delaware."

IN WITNESS WHEREOF, I have hereunto set
my hand and caused the official corporate seal of
said Company to be affixed this 25th day of
January, 1940.

W H Hottler

Assistant Secretary