

STATE OF ALABAMA)
SHELBY COUNTY)


20131204000470870 1/4 \$158.00
Shelby Cnty Judge of Probate, AL
12/04/2013 03:32:45 PM FILED/CERT

**ARTICLES OF ORGANIZATION
OF
PIONEER AVIATION MANAGEMENT, LLC**

The undersigned, acting as the organizer, desiring to form a limited liability company in the State of Alabama, does hereby adopt these Articles of Organization under the Alabama Business and Nonprofit Entity Code, Alabama Code §§ 10A-1-1.01 to 10A-30-2.13, in accordance with the provisions of such Code applicable to limited liability companies, including, but not limited to, those provisions under the Alabama Limited Liability Company Law, Alabama Code §§ 10A-5-1.01 to 10A-5-9.06, and any and all amendments and successor provisions thereto.

**ARTICLE ONE
NAME**

The name of the Limited Liability Company is **PIONEER AVIATION MANAGEMENT, LLC**.

**ARTICLE TWO
PERIOD OF DURATION**

The term of the Limited Liability Company shall commence on the date of the filing of these Articles of Organization in the Office of the Judge of Probate, and shall continue indefinitely, provided, however, that the Limited Liability Company shall terminate and dissolve upon the first of the following events: (a) when there is no remaining Member, unless the holders of all the financial rights in the Limited Liability Company agree in writing, within 90 days after the cessation of membership of the last member, to continue the legal existence and business of the Limited Liability Company and to appoint one or more new members; or (b) on the written consent by all of the Members in their sole discretion.

**ARTICLE THREE
PURPOSE**

The purpose of the Limited Liability Company shall be to own and operate an aviation asset management and consulting business and to transact any or all other lawful business for which Limited Liability Companies may be organized under the Alabama Business and Nonprofit Entity Code and the Alabama Limited Liability Company Law.

**ARTICLE FOUR
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The location and mailing address of the initial registered office is 121 Coshatt Trail, Hoover, AL 35244, and the name of the initial registered agent of the Limited Liability Company at such address is Marlin J. Priest.

**ARTICLE FIVE
ORGANIZER**

The name and address of the organizer is as follows:

NAME

ADDRESS

Mark W. Macoy, Esq.

Mark W. Macoy, LLC
300 Vestavia Parkway, Suite 2300
Vestavia Hills, AL 35216

**ARTICLE SIX
INITIAL MEMBERS**

The name and mailing address of the initial members of the Limited Liability Company are:

NAME

ADDRESS

Marlin J. Priest

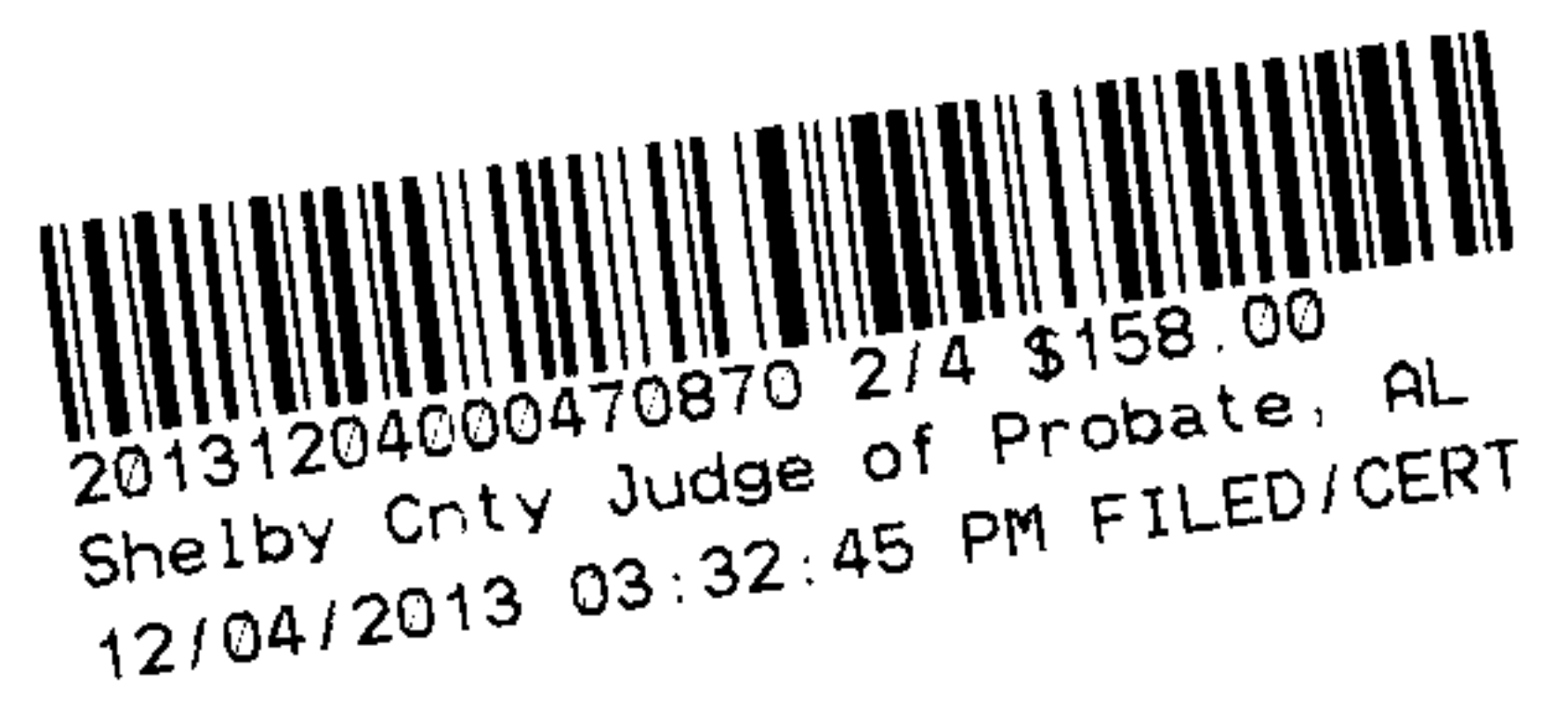
121 Coshatt Trail
Hoover, AL 35244

**ARTICLE SEVEN
ADDITIONAL MEMBERS**

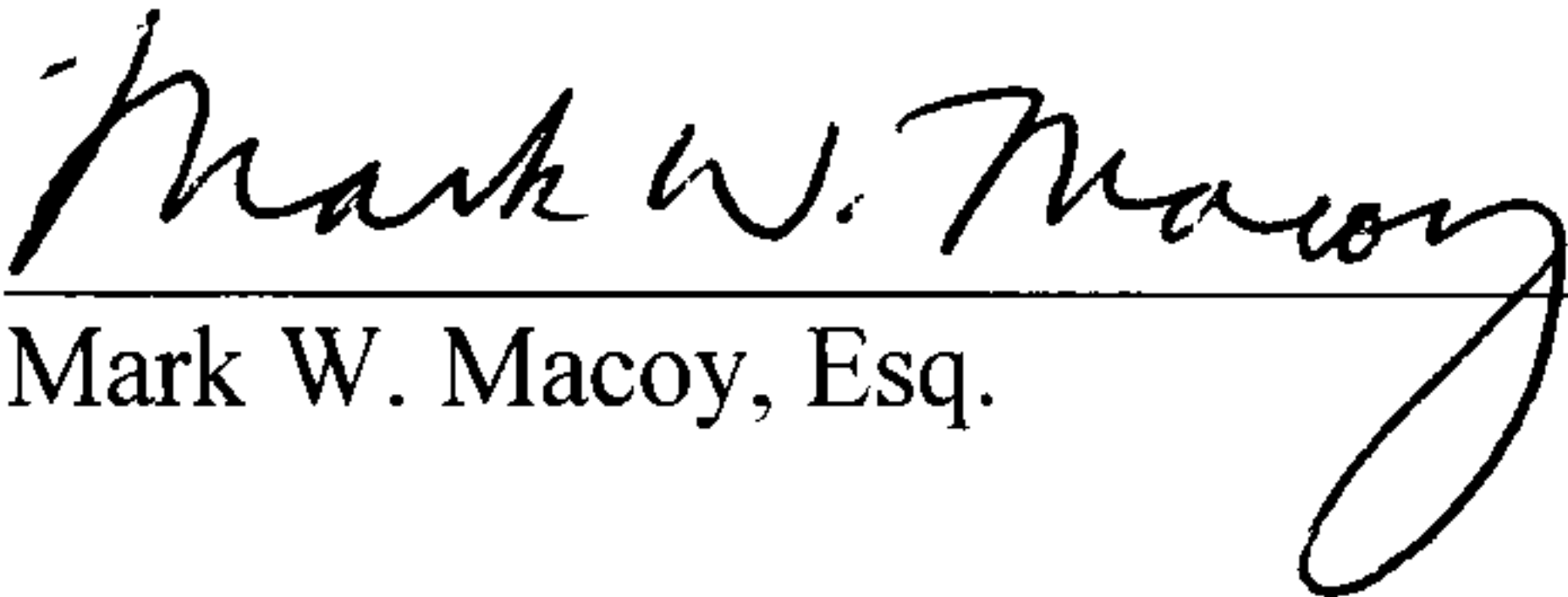
The members of the Limited Liability Company shall have the right to admit additional members upon the unanimous written consent of all members of the Limited Liability Company.

**ARTICLE EIGHT
MANAGEMENT**

The Limited Liability Company shall be managed by its members.



IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as the organizer, all as of the 4th day of December, 2013.


Mark W. Macoy, Esq.

This instrument prepared by:

Mark W. Macoy, Esq.
Mark W. Macoy, L.L.C.
300 Vestavia Parkway, Suite 2300
Vestavia Hills, Alabama 35216
(205) 795-2080


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Jim Bennett
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

**I, Jim Bennett, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama
1975, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Pioneer Aviation Management, LLC

This name reservation is for the exclusive use of Mark W. Macoy, Esq., 300
Vestavia Parkway Suite 2300, Vestavia Hills, AL 35216 for a period of one year
beginning December 03, 2013 and expiring December 03, 2014

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RES643197

**In Testimony Whereof, I have hereunto set my
hand and affixed the Great Seal of the State, at the
Capitol, in the city of Montgomery, on this day.**

December 03, 2013

Date

A handwritten signature in cursive script, appearing to read "Jim Bennett", is written over a horizontal line.

Jim Bennett

Secretary of State