



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

Certificate of Authority

FOREIGN Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement.

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV
2017 OCT -2 PM 12:04

1. The name of the corporation is: Atlas Air, Inc.		
2. It is incorporated under the laws of Delaware		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is August 6, 1992 And the period of its duration is CHECK ONLY ONE BOX <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is 2000 Westchester Ave. Purchase, NY 10577		
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name CT Corporation Street Address (NOT a P.O. Box) 450 Veterans Memorial Parkway, Suite 7 A		
City/Town East Providence	State RHODE ISLAND	Zip Code 02914

MAIL TO:

Division of Business Services

148 W. River Street Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov

FILED

OCT 02 2017

BY cu 313821

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

Air transportation

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS

Check the box to indicate an attachment. ☒

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT		
VICE PRESIDENT		
TREASURER		
SECRETARY		

Check the box to indicate an attachment. ☒

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
100	Common shares		\$.01

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located

\$ 0

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year

\$ 0

(c) Estimate, **as a percentage**, the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. *Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.*

0 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year. <div style="text-align: center;">\$ <u>1,711,991,342</u></div>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year <div style="text-align: center;">\$ <u>26,564,970</u></div>
(c) Estimate, as a percentage , the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. <i>Note. Divide (11b) by (11a) and multiply by 100 to obtain the percentage</i> <div style="text-align: center;"><u>1.5517</u> %</div>	
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.	
13. Date when the Certificate of Authority will be effective CHECK ONLY ONE BOX	
<input checked="checked" type="checkbox"/> Date received (Upon filing)	
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day of filing) _____	
<i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct</i>	
Type or Print Name of Authorized Officer Scott Roper	Date 9/22/2017
Signature of Authorized Officer of the Corporation <div style="display: flex; align-items: center;"> <div style="text-align: center;">SIGN DOCUMENT HERE</div> </div>	

ATLAS AIR, INC.**BOARD OF DIRECTORS**

William J. Flynn, Chairman
 John W. Dietrich
 Adam R. Kokas
 Spencer Schwartz
 Michael Steen

OFFICERS

Flynn, William J.	Chief Executive Officer
Dietrich, John W.	President & Chief Operating Officer
Steen, Michael	Executive Vice President & Chief Commercial Officer
Kokas, Adam	Executive Vice President, General Counsel, Secretary, & Chief Human Resources Officer
Schwartz, Spencer	Executive Vice President & Chief Financial Officer
Carlson, Jeffrey	Senior Vice President, Flight Operations
Gibbons, Lawrence B.	Senior Vice President, Procurement
Guillaume, Greg	Senior Vice President, Strategic Development
Broekman, Richard	Vice President, Global Sales & Commercial Development
Fetter, Rogier	Vice President, Global Charter Sales and South America
Fleenor, Camille	Vice President, Government Affairs & Public Policy
Handley, Jamie	Vice President, Express Operations
Kelley, Joseph	Vice President, Human Resources
Kiss, Robert	Vice President, Ground Operations
Mak, Chung Yu	Vice President, Sales & Marketing – Asia Pacific
Mayer, Keith H.	Vice President, Chief Accounting Officer and Corporate Controller
McGarvey, Edward J.	Vice President and Treasurer
Perkins, Graham	Vice President, Sales – Asia Pacific
Pommer, Russell	Assistant General Counsel, Vice President Global Regulatory Affairs
Rolland, Richard	Vice President, Safety and Regulatory Compliance
Roper, Scott	Vice President, Tax
Ross, Richard	Vice President, Information Technology
Sarubbe, Kevin	Vice President, System Operations
Shapiro, Wendy	Vice President and Assistant Corporate Controller
Swearingin, Mark S.	Vice President, Technical Operations
Wade, Gary	Vice President, Security
Windeknecht, Charles	Vice President, Internal Audit
Zeumk, Robert (Jeff)	Vice President, Financial Planning and Analysis
Carrico, Emidio	Staff Vice President & Assistant Treasurer
Gonopolskiy, Artem	Staff Vice President, Financial Planning & Analysis
Lindsay, Scott	Staff Vice President, Crew Planning & Analysis
Rokkam, Vamshi	Staff Vice President, Strategic Development
Borkowski, Michael W.	Assistant Secretary

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "ATLAS AIR, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE SIXTH DAY OF AUGUST, A.D. 1992, AT 11:30 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF MARCH, A.D. 1995, AT 4:30 O'CLOCK P.M.


CERTIFICATE OF OWNERSHIP, FILED THE TWELFTH DAY OF JULY, A.D. 1995, AT 1:45 O'CLOCK P.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE SIXTEENTH DAY OF FEBRUARY, A.D. 2001, AT 10 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ATLAS AIR, INC.".

RECEIVED
R.I. DEPT. OF STATE -
BUS SVCS DIV
2017 OCT -2 PM 12:04




Jeffrey W. Bullock, Secretary of State

2306021 8310

SR# 20176122623

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203209116

Date: 09-12-17

12

Delaware

The First State

Page 2

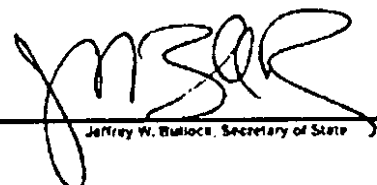
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE
BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ATLAS AIR,
INC." WAS INCORPORATED ON THE SIXTH DAY OF AUGUST, A.D. 1992.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.

RECEIVED.
R.I. DEPT. OF STATE
BUS SVCS DIV
2017 OCT -2 PM 12:04




Jeffrey W. Bullock, Secretary of State

2306021 8310

SR# 20176122623

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203209116

Date: 09-12-17



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

October 02, 2017 12:04 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

