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**MINISTRY OF DEFENSE
BRAZILIAN NAVY
BRAZILIAN NAVAL COMMISSION IN WASHINGTON**

AMENDMENT

AMENDMENT 01 TO CONTRACT N°70200/23-12/00

Amendment 01 to Contract No. 70200/23-12/00 signed between the Brazilian Naval Commission in Washington and Priority Worldwide for transportation and storage service for 10 main engines, model TPE331-14GR-801Z, and 4 auxiliary engines, model RE100CS, packed in individual boxes, for an initial period of 3 months and not exceeding 10 months.

The Union, through the Brazilian Naval Commission in Washington (BNC), Brazilian Navy, located at 5130 MacArthur Blvd., NW, Washington, DC, 20016, herein represented by the President, **Captain ALEXANDRE VIZEU DIAS**, appointed by Directive No. 62/MB/MD/2022 of the Navy Commander, holder of Brazilian Navy Identification Card No. 536541-4, hereinafter referred to as the **BUYER**; and **PRIORITY WORLDWIDE**, represented by **ERIN NICOLE TOHIR**, Executive Finance Director, bearer of identity card No. 3151390, British Columbia, Canada, with an office at 7361 Coca Cola Dr, Hanover, MD, hereinafter referred to as the **SELLER**, considering the provisions of Process No. **63003.003294/2023-16**, in compliance with the provisions of GM-MD Ordinance No. 5,175, of December 15, 2021, and Law No. 14,133, of April 1, 2021, adapted to local peculiarities, hereby agree to enter into this Amendment to the contractual amendment, resulting from the Waiver of Bidding No. 02/2023, under the clauses and conditions set forth below.

CLAUSE ONE - OBJECT

1.1 This ^{CPA} amendment aims to implement the following contractual amendment, based on Article 66, Annex I, of GM-MD Ordinance No. 5,175, dated December 15, 2021.

1.1.1 Addition of USD 1,950.00 (one thousand nine hundred fifty US dollars) to enable monthly inspection routines necessary for checking the condition of the 10 main engines, model TPE331-14gr-801z, and 4 auxiliary engines, model RE100cs, corresponding to a contractual increase of 8.63% of the value of contract no. 70200/23-12/00.

1.1.2 Reduction from 9 to 7 months of maximum storage duration provided in item 3 of the table below, resulting in a reduction of USD 1,400.00 (one thousand four hundred US dollars), corresponding in a decrease of 6.20% of the value of contract no. 70200/23-12/00.

ITEM	DESCRIPTION	QTY	UNIT PRICE USD	TOTAL VALUE USD
1	Transportation services and insurance for 10 main engines and 4 auxiliary engines to a depot to be determined by the SELLER.	1 service	13,945.00	13,945.00
2	Storage of 10 main engines and 4 auxiliary engines in a safe place that allows visits by those interested in purchasing the engines without insurance.	1 period of 3 months	2,350.00	2,350.00
3	Storage of 10 main engines and 4 auxiliary engines in a safe place where they can be visited by those interested in purchasing them without insurance.	7 months	700.00	4,900.00
4	Hours of accompanied visits and cargo handling to enable inspection routines and technical visits	30 hours	65,00	1,950.00

1.1.3 The total amount related to item 4 of the table is merely an estimate, so the payment due to the SELLER will depend on the quantity of hours required for each visit; and

1.1.4 Clarify that the duration of the contract will be ten months, starting from December 8, 2023.

CLAUSE TWO - PRICE

2.1 With the amendment consisting of the inclusion of item 4 and the reduction of ^{42.5} item 3 of the aforementioned table, the value of the contract will be USD 23,145.00 (twenty-three thousand, one hundred and forty-five US dollars).

CLAUSE THREE - BUDGET ALLOCATION

3.1 The expenses arising from this contract will be covered by specific resources allocated in the General Budget of the Union for this fiscal year, in the allocation detailed below:

Management/Unit	00001
UGR/UGE	43000/70200
PTRES:	174702
Internal Action:	K.412DV.F
Expense Nature:	339033

CLAUSE FOUR - RATIFICATION

4.1 The remaining clauses and conditions of the original contract shall remain in force, to the extent that they do not contradict the present Amendment.

CLAUSE FIVE - PUBLICATION

5.1 It shall be the responsibility of the BUYER to publish this instrument in the Official Gazette of the Union, as well as on the respective official website on the Internet, in accordance with Article 51, §3, of Annex I, of GM-MD Ordinance No. 5,175, dated December 15, 2021.

CLAUSE SIX - COPIES

6.1 For the firmness and validity of the agreement, this Contract Amendment has been executed in two identical copies, which, after being read and found in order, will be signed by the parties.

Washington, DC, March 18th, 2024.

ALEXANDRE VIZEU DIAS
CAPT – Brazilian Navy
President

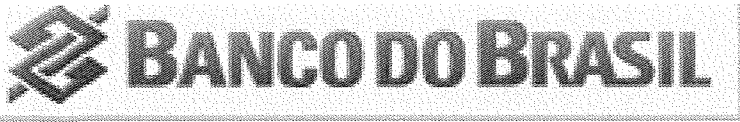
ERIN NICOLE TOHIR
CFO, Priority Worldwide

Witness:

LUIZ CARLOS REIS DE LIMA
CDR – Brazilian Navy
Head of the Purchasing Department

MARC TOHIR
Presidente
President, Priority Worldwide

EM BRANCO



04/12/2024 03:00:34 PM

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[Signature]

Today's date:

0000205
BRAZILIAN NAVAL COMMISSION
30 MACARTHUR BLVD NW
WASHINGTON DC
SA

Beneficiary:
11000053 / 5303793493
R CARGO TRANSPORT SERV INC PRIORI
161 COCA COLA DR SUITE E
ANOVER MD 21076
S

Transaction Details:

124NS000799
V S00229655 H
R 211 021

Beneficiary Bank:	031000053 - PNCBANK NATIONAL ASSOCIATION
Transfer Status:	Liquidated
Value Date:	04/11/2024
Confirmation Code:	NYKFTMU241020179
Transfer Amount:	700.00 USD
Transfer Fees:	0.00 USD
Transfer Tax:	0.00 USD
<hr/>	<hr/>
Total:	700.00 USD
Exchange Rate:	1 USD = USD 1.0000
Other fees:	0.00 USD
Other taxes:	0.00 USD
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Total to Recipient:	700.00 USD

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Sigilo
Ostensivo

Canal
DD

Precedência	
Ação	Info
ROTINA	ROTINA

Data-Hora
R161932Z/ABR/2024

De: NAVUSA

Para: AENAUT

Info:

Assunto: Solicitação ao Exterior - PV43000-2023-00005 - Priority WorldWide

Texto: Solicitação ao Exterior - PV43000-2023-00005 - Priority WorldWide

PTC RCB fatura da empresa "Priority Worldwide", CFM informações abaixo:

UNO - fatura: S00229655/I;
DOIS - data: 15ABR2024;
TRÊS - valor: US\$ 700,00; e
QUATRO - fatura associada à SE sob o título "INVOICE S00229655_I.PDF".

Face ao exposto, a fim de permitir dar continuidade do processo de pagamento, CNS PSB INF centro de custos e certificar a fatura ACD inciso 1.17.5 da SGM-301 (9ªRevisão), incluindo, no verso do documento, o certificado de prestação de serviços, com a identificação e assinatura do servidor responsável designado formalmente pela OMS BT

Observações:

Trâmite: 322; 32; 30; MSG; 322; ARQ

Para
Conhecimento: 323; 01; 30; 32

Ciente: 323

Autorizado?
Sim

Data da Autorização
16/04/2024

Situação da Emissão
Transmitida

Situação
Em Trâmite

Atual
322

Próximo
ARQ

Nº Controle
NAVUSA-
MT-2024/04-00458

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EM BRANCO

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

429
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That I (we), the Incorporator(s), ROBERT P. SHAFFER,
#3 Three Acre Lane, Bel Air, Maryland 21014, Keith Barber, 915 Crigger
Road, Gambrills, Maryland 21054.

being at least eighteen years of age, do hereby declare the intention of forming a Corporation under and by virtue of the General Laws of the State of Maryland.

1. The name of the Corporation (hereinafter called the "Corporation") is Air Cargo Transport Services, Inc., #3 Three Acre Lane, Bel Air, Maryland 21014.

2. The Corporation shall be a close corporation as authorized by Title 4, Corporations and Associations Article, Annotated Code of Maryland, (1975 Replacement Volume).

3. The objects and purposes for which and for any of them, this Corporation is formed, and the business to be carried on by it are to do any and all of the following things:

(a) To purchase, sell, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real property, fee simple and leasehold, wherever it is situate; to buy, store, sell, handle, deal in and otherwise dispose of goods, wares, merchandise, and services of all kinds and descriptions; to conduct a general brokerage agency and commission business for others in the purchase, storage, sale and handling and otherwise disposing of merchandise, materials, and all kinds and negotiations of loans thereon; to establish, lease, own, carry on stores, and/or warehouses for the sale and/or storage of merchandise and equipment; to have one or more offices; and generally, to do all things which may be necessary and proper in connection with the business conducted by it which might not be

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430

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(b) To borrow money and to pledge as collateral therefore any and all assets of the Corporation.

(c) To maintain margin accounts and make short sales of all kinds and descriptions. 431
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(d) To engage in any other business of whatsoever kind and description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of the Corporation or any of them.

(e) To acquire good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm or association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

(f) To acquire by subscription, purchase, exchange, or to otherwise acquire and hold for investment or otherwise to sell, use, dispose, pledge, mortgage or hypothecate any bonds, stocks or other obligations of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust, or other forms of contracts as securities for same and guaranteeing the payment thereof.

(g) To consolidate with other Corporations engaged in any business similar or analogous to those of this Corporation or to any of the objects of the Corporation.

(h) In general, to carry on lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon Corporations, formed thereunder and to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon corporations of this character by said general laws, now or hereafter in force, and the enumeration of certain powers as herein specified not being intended to exclude any other powers, rights, and

432
M Corporation is formed under these Articles, conditions, and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the General Laws of this State.

4. The post office address of the place at which the principal office of the Corporation shall be located in the State of Maryland is #3 Three Acre Lane, Bel Air, Maryland 21014.

5. The Resident Agent of the Corporation, who is a citizen of the State of Maryland and actually resides therein, is Robert P. Shaffer, #3 Three Acre Lane, Bel Air, Maryland 21014.

6. The total amount of authorized capital stock is One Hundred Thousand (100,000) shares of stock at the par value of One (\$1.00) Dollar per share of one class of stock.

7. No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall, in any way, be affected by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; any Director of the Corporation who is also a director or officer of such 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 with like force and effect as if he were not so interested and not such a director or officer of such corporation.

8. The Incorporator(s) shall be the Director(s) of the Corporation, but only until such time as any capital stock of the Corporation shall be issued and be outstanding, whereupon he shall cease to be such Director and thereafter the Corporation shall have no director

Section 1 - Number Qualifications, Election
and Term of Office:

434
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(a) The officers of the Corporation shall consist of a President, a Secretary, a Treasurer, and such other officers, as the shareholders may from time to time deem advisable. Any two or more offices may be held by the same person.

(b) The officers of the Corporation shall be elected by the shareholders at the regular annual meeting of shareholders.

(c) Each officer shall hold office until the annual meeting of the shareholders next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation or removal.

Section 2 - Resignation:

Any officer may resign at any time by giving written notice of such resignation to the shareholders, or to the President or the Secretary of the Corporation. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the shareholders or by such officer, and the acceptances of such resignation shall not be necessary to make it effective.

Section 3 - Removal:

Any officer may be removed, either with or without cause, and a successor elected by a majority vote of the shareholders at any time.

Section 4 - Vacancies:

A vacancy in any office by reason of death, resignation, inability to act, disqualification, or any other cause, may at any time be filled for the unexpired portion of the term by a majority vote of the shareholders.

Section 5 - Duties of Officers:

Officers of the Corporation shall, unless otherwise provided by the shareholders, each have such powers and duties as generally pertain to their respective offices as well as such powers and duties as may be set forth in these by-laws, or may from time to time be specifically conferred or imposed by the shareholders. The President shall be the chief executive officer of the Corporation.

...shall be require, any officer, employee or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the shareholders may direct, conditioned upon the faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds or securities of the Corporation which may come into his hands.

Section 7 - Shares of Other Corporations:

Whenever the Corporation is the holder of shares of any other Corporation, any right or power of the Corporation as such shareholder (including the attendance, acting and voting at shareholder's meetings and execution of waivers, consents, proxies or other instruments) may be exercised on behalf of the Corporation by the President, any Vice President, or such other person as the shareholders may authorize.

ARTICLE IV - SHARES OF STOCK

Section 1 - Certificate of Stock:

(a) The certificates representing shares of the Corporation shall be in such form as shall be adopted by the shareholders, and shall be numbered and registered in the order issued. They shall bear the holder's name and the number of shares, and shall be signed by (i) the President or a Vice President, and (ii) the Secretary or Treasurer, or any Assistant Secretary or Assistant Treasurer, and shall bear the corporate seal, if any.

(b) No certificate representing shares shall be issued until the full amount of consideration therefor has been paid, except as otherwise permitted by law.

(c) To the extent permitted by law, the shareholders may authorize the issuance of certificates for fractions of a share which shall entitle the holder to exercise voting rights, receive dividends and participate in liquidating distributions, in proportion to the fractional holdings; or they may authorize the issuance, subject to such conditions as may be permitted by law, or scrip in registered or bearer form over the signature of an officer or agent of the Corporation, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of a shareholder, except as therein provided.

Section 2 - Lost or Destroyed Certificates:

The holder of any certificate representing shares of the Corporation shall immediately notify the Corporation of

436
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place of any certificate theretofore issued by it, alleged to have been lost or destroyed. On production of such evidence of loss or destruction as the shareholders may in their discretion require, the owner of the lost or destroyed certificate, or his legal representatives, to give the Corporation a bond in such sum as the shareholders may direct, and with such surety or sureties as may be satisfactory to the shareholders to indemnify the Corporation against any claims, loss, liability or damage it may suffer on account of the issuance of the new certificate. A new certificate may be issued without requiring any such evidence or bond, when, in the judgment of the shareholders, it is proper so to do.

Section 3 - Transfers of Shares:

(a) Transfers of shares of the Corporation shall be made on the share records of the Corporation only by the holder of record thereof, in person or by his duly authorized attorney, upon surrender or cancellation of the certificate or certificates representing such shares, with an assignment or power of transfer endorsed thereon or delivered therewith, duly executed, with such proof of the authenticity of the signature and of authority to transfer and of payment of transfer taxes as the Corporation or its agents may require.

(b) The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

Section 4 - Record Date:

In lieu of closing the share records of the Corporation, the shareholders may fix, in advance, a date not exceeding fifty days, nor less than ten days, as the record date for the determination of shareholders entitled to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held; the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the resolution of the directors relating thereto is adopted. When a determination of shareholders of record entitled to notice of or to vote at any.

unless the shareholders fix a new record date for the adjourned meeting.

ARTICLE V - DIVIDENDS 437

Subject to applicable law, dividends may be declared and paid out of any funds available therefor, as often, in such amounts, and at such time or times as the shareholders may determine.

ARTICLE VI - FISCAL YEAR

The fiscal year of the Corporation shall be fixed by the shareholders from time to time, subject to applicable law.

ARTICLE VII - CORPORATE SEAL

The Corporate Seal, if any, shall be in such form as shall be approved from time to time by the shareholders.

ARTICLE VIII - AMENDMENTS

Section 1 - By Shareholders:

All by-laws of the Corporation shall be subject to alteration or repeal, and new by-laws may be made, by the affirmative vote of shareholders holding of record in the aggregate at least a majority of the outstanding shares entitled to vote at any annual or special meeting of shareholders, provided that the notice or waiver of notice of such meeting shall have summarized or set forth in full therein, the proposed amendment.

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