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437297

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002439583--9

-02/24/98-01089-019
*****35.00 *****35.00

300002439583--9

-02/24/98-01089-020
*****35.00 *****35.00

Tri-Star Aerospace Co.

merging into:

Tristar Aerospace, Inc.

- ☐ Profit ☐ Amendment ☒ Merger
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Liability Co.
- ☐ Foreign ☐ Annual Report ☐ Other
- ☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
- ☐ Reinstatement ☐ Fictitious Name Filing
- ☐ Certified Copy ☐ Photo Copies ☐ CUS
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- ☐ Mail Out

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merger
Thanks

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 24 PM 3:13

FILED

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

TRI-STAR AEROSPACE CO., a Delaware corporation, not qualified in Florida

INTO

TRISTAR AEROSPACE, INC., a Florida corporation, 437297.

File date: February 24, 1998

Corporate Specialist: Joy Moon-French

FILED

98 FEB 24 PM 3:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
TRI-STAR AEROSPACE CO.
AND
TRISTAR AEROSPACE, INC.

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Attached hereto as Appendix I is a Plan of Merger for merging Tri-Star Aerospace Co., into TriStar Aerospace, Inc., pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, as approved by the Board of Directors of the parent corporation on January 21, 1998.

2. The merger of Tri-Star Aerospace Co. with and into TriStar Aerospace, Inc., is permitted by the laws of the jurisdiction of organization of the wholly-owned subsidiary and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Tri-Star Aerospace Co. is January 21, 1998.

3. As to TriStar Aerospace, Inc., the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on January 21, 1998.

4. Shareholder approval was not required for the merger.

5. The merger shall become effective upon the filing of the Articles of Merger by the Secretary of State.

Dated January 21, 1998.

TRI-STAR AEROSPACE CO.

By: [Signature]
Name: Quentin Bourjeaud
Capacity: President

ATTEST:

[Signature]
G. Gale Roberson Jr.
Asst. Secretary

TRISTAR AEROSPACE, INC.

By: [Signature]
Name: Douglas E. Childress
Capacity: Exec. Vice President - Finance

ATTEST:

[Signature]
G. Gale Roberson Jr.
Asst. Secretary

AGREEMENT AND PLAN OF MERGER

AGREEMENT OF MERGER, dated this 21st day of January, 1998, pursuant to Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, between TriStar Aerospace, Inc., a Florida corporation ("TriStar"), and TriStar Aerospace Co., a Delaware corporation ("TSC").

WITNESSETH that:

WHEREAS, TriStar was organized under the laws of the State of Florida on October 2, 1973 and has an authorized capital stock consisting of 1,000 shares of common stock, \$.01 par value per share; and

WHEREAS, TSC was organized under the laws of the State of Delaware on September 10, 1996 and has an authorized capital stock consisting of 1,000 shares of common stock, \$.01 par value per share; and

WHEREAS, TSC is a wholly-owned subsidiary of TriStar; and

WHEREAS, the registered office of TriStar in the State of Florida is located at 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its registered agent at such address is CT Corporation System; and

WHEREAS, the registered office of TSC in the State of Delaware is located at 1209 Orange Street, Wilmington, Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company; and

WHEREAS, the Boards of Directors of TriStar and TSC (such corporations hereinafter collectively sometimes referred to as the "constituent corporations"), by a unanimous vote of each thereof, deem it advisable and for the benefit of their respective constituent corporations that TSC be merged into TriStar under the terms and conditions hereinafter set forth, and said Boards of Directors have approved this Agreement;

NOW THEREFORE, the corporations party to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of the proposed merger and mode of carrying the same into effect as follows:

FIRST: TriStar hereby merges TSC into itself and TSC shall be and hereby is merged into TriStar, which shall be the surviving corporation, and the separate existence of TSC shall cease (except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement) and TriStar, as the surviving corporation, shall continue to exist by virtue of and shall be governed by the laws of the State of Florida. The name of the surviving corporation shall be TriStar Aerospace, Inc.

SECOND: The Articles of Incorporation of TriStar, as amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

THIRD: Upon the proposed merger becoming effective, each issued share of common stock held of record by the shareholder of TSC shall cease to be issued and be cancelled.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon the later to occur of the filing of Articles of Merger with the Department of State of Florida, or upon the filing of a Certificate of Ownership and Merger with the Secretary of State of Delaware.

(d) Upon the merger becoming effective, the title to all real estate and other property, or any interest therein, owned by each constituent corporation shall be vested in the surviving corporation without reversion or impairment. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof, and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) The surviving corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each constituent corporation.

(f) Any claim existing or action or proceeding pending by or against either constituent corporation may be continued as if the merger did not occur or the surviving corporation may be substituted in the proceeding for the merged corporation.

(g) Neither the rights of creditors nor any liens upon the property of either constituent corporation shall be impaired by the merger.

(h) The surviving corporation hereby (i) agrees that it may be served with process in the State of Delaware in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of any obligation of the surviving corporation, including any suit or other proceeding to enforce the rights of a dissenting shareholder of the merged corporation; (ii) irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceedings; and (iii) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Delaware with respect to the rights of dissenting shareholders. A copy of any such service of process shall be mailed by the Secretary of State of Delaware to TriStar Aerospace, Inc., 2527 Willowbrook Road, Dallas, Texas 75220.

(i) Shareholders of the merged corporation who dissent from the merger may be entitled to be paid the fair value of their shares pursuant to the laws of the State of Florida with respect to the rights of dissenting shareholders.

FIFTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of either constituent corporation at any time prior to the earlier of the date of filing the Articles of Merger with the Department of State of Florida, or the date of filing the Certificate of Ownership and Merger with the Secretary of State of Delaware. This Agreement may be amended by the Boards of Directors of the constituent corporations at any time prior to the earlier of the date of filing the Articles of Merger with the Department of State of Florida, or the date of filing the Certificate of Ownership and Merger with the Secretary of State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of any constituent corporation shall not (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of any or all of the shares of any class or series thereof of such constituent corporation, (2) alter or change any of the terms and conditions of the Agreement if such alteration or change would materially and adversely affect such constituent corporation or the holders of the shares of any class or series of such constituent corporation, or (3) alter or change any term of the Articles of Incorporation of such constituent corporation, the shareholders of which must approve this Agreement.

IN WITNESS WHEREOF, the parties of this Agreement, pursuant to the approval and authority by resolutions duly adopted by their respective Boards of Directors have caused this Agreement to be executed by the President (or a Vice President) and attested by the Secretary (or Assistant Secretary) of each party hereto as the respective act, deed and agreement of each of the constituent corporations on this 21st day of January, 1998.

TRISTAR AEROSPACE, INC.,
a Florida corporation

By: Doug Childress
Name: Douglas E Childress
Title: Exec Vice President - Finance

ATTEST:

By: G Gale Roberson Jr
Name: G. Gale Roberson Jr
Title: Asst. Secretary

TRI-STAR AEROSPACE CO.,
a Delaware corporation

By: Quentin Bourjeaud
Name: Quentin Bourjeaud
Title: President

ATTEST:

By: G Gale Roberson Jr
Name: G. Gale Roberson Jr
Title: Asst. Secretary

210843

State of Texas)
County of Dallas)

The foregoing instrument was acknowledged before me this 21st day of January 1998, by Douglas E. Chubb (name), Ex. V.P. & CFO (title) of TriStar Aerospace, Inc., on behalf of the corporation.

My commission expires 12-11-99.

Marie Gorman
Notary Public

MARIE GORMAN, NOTARY
COMMISSION
EXPIRES 12-11-99

(SEAL)

State of Texas)
County of Dallas)

The foregoing instrument was acknowledged before me this 21st day of January 1998, by Antoin Boupaud (name), President & CEO (title) of TriStar Aerospace Co., on behalf of the corporation.

My commission expires 12-11-99.

Marie Gorman
Notary Public

MARIE GORMAN, NOTARY
COMMISSION
EXPIRES 12-11-99

(SEAL)