

F09-0000012183

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

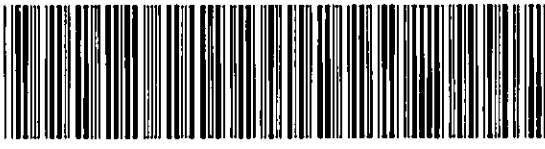
(Document Number)

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S. TALLENT
DEC 04 2017

FILED
17 DEC -1 AM 9:59
CLERK OF SUPERIOR COURT
STATE OF MASSACHUSETTS

RECEIVED
17 DEC -1 PM 4:31

Morgan

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 937110 7708343

AUTHORIZATION :

COST LIMIT :

Small Business
\$105.00

ORDER DATE : December 1, 2017

ORDER TIME : 11:58 AM

ORDER NO. : 937110-010

CUSTOMER NO: 7708343

ARTICLES OF MERGER

AIRPRO AVIATION
SYSTEMS, INC.

INTO

PROFESSIONAL AIRCRAFT
ACCESSORIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
 MERGING
 AIRPRO AVIATION SYSTEMS, INC.
 WITH AND INTO
 PROFESSIONAL AIRCRAFT ACCESSORIES, INC.

FILED
 17 DEC -1 AM 9:59
 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Professional Aircraft Accessories, Inc.	Delaware	4689248 F06000002183

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Professional Aircraft Accessories, Inc.	Delaware	4689248
Airpro Aviation Systems, Inc.	Florida	P96000092080

Third: The Agreement and Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

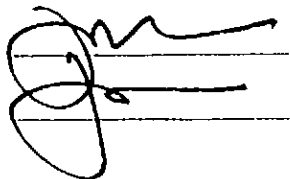
Fifth: Adoption of Merger by surviving corporation

The Agreement and Plan of Merger was adopted by the board of directors of the surviving corporation on December 1, 2017 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation

The Plan of Merger was adopted by the board of directors of the merging corporation on December 1, 2017 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer</u>	<u>Name & Title</u>
Professional Aircraft Accessories, Inc.		John F. Kohler, Vice President
Airpro Aviation Systems, Inc.		John F. Kohler, Vice President

AGREEMENT AND PLAN OF MERGER
BETWEEN
PROFESSIONAL AIRCRAFT ACCESSORIES, INC.
AND
AIRPRO AVIATION SYSTEMS, INC.

This Plan and Agreement of Merger made and entered into on the 1st day of December, 2017, by and between Professional Aircraft Accessories, Inc., a Delaware corporation ("PAF"), and Airpro Aviation Systems, Inc., a Florida corporation ("Airpro").

WHEREAS, the PAF is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on May 19, 2009; and

WHEREAS, Airpro is a corporation organized and existing under the laws of the State of Florida its Certificate of Formation having been filed in the Office of the Secretary of State of the State of Florida on November 8, 1996; and

WHEREAS, all of the shares of stock of Airpro are owned by PAF; and

WHEREAS, the Board of Directors of PAF and Airpro each deems it advisable that Airpro be merged with and into PAF on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the State of Florida which permit such merger;

NOW, THEREFORE, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, PAF and Airpro, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:


1. Airpro and PAF shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Delaware and the State of Florida, by Airpro merging into PAF, which shall be the surviving corporation.
2. Upon the merger becoming effective as provided in the applicable laws of the State of Delaware and the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "Effective Date of the Merger"), the two constituent companies shall be a single corporation, which shall be PAF as the surviving corporation, and the separate existence of Airpro shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into a corporation of another state.
3. The Certificate of Incorporation of PAF shall not be amended in any respect by reason of this Agreement and Plan of Merger.
4. The manner of converting the outstanding shares of each of the constituent companies shall be as follows: The shares of Airpro shall not be converted in any manner, but each said interest which is issued as of the effective date of the merger shall be surrendered and extinguished. All shares of PAF shall remain outstanding.

5. PAF agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent company, as well as for enforcement of any obligation of the surviving corporation arising from this merger, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 475 Steamboat Road, Greenwich CT 06830.

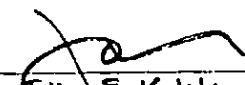
IN WITNESS WHEREOF, Airpro and PAF pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement and Plan of Merger to be executed by an authorized officer of each party thereto.

[Remainder of Page Intentionally Blank]

PROFESSIONAL AIRCRAFT ACCESSORIES, INC.

By: 
Name: John F. Kohler
Title: Vice President

AIRPRO AVIATION SYSTEMS, INC.

By: 
Name: John F. Kohler
Title: Vice President