

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614) 280-3338
Fax Number : (954) 208-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

EFFECTIVE DATE

MERGER OR SHARE EXCHANGE
JET AVIATION FLIGHT SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

DEC 28 2016

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Corporate Filing Menu

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Jet Aviation Flight Services, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Contact Person

CT Corporation

Firm/Company

Address

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cathy Latona

at (417) 268-4000

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Articles of Merger
For
Florida Limited Liability Company

EFFECTIVE DATE

12/31/16

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Jet-Pro PEO, LLC	Florida	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Jet Aviation Flight Services, Inc.	Maryland	For Profit Corporation

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
2016 DEC 27 AM 9:45
SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record, are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

7 St. Paul Street, Suite 1660, Baltimore, MD 21202

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2016

NOTE: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Jet Pro, PEO, LLC

Jet Aviation Flight Services, Inc.

Signature(s)

Typed or Printed
Name of Individual:

David Paddock, President

David Paddock, President

Corporations:

Chairman, Vice Chairman, President or Officer

General partnerships:

(If no directors selected, signature of incorporator.)

Florida Limited Partnerships:

Signature of a general partner or authorized person

Non-Florida Limited Partnerships:

Signatures of all general partners

Limited Liability Companies:

Signature of a general partner

Signature of an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT OF MERGER ("Agreement") is made and entered into as of December 21, 2016, by and between Jet-Pro, PEO, LLC, a Florida limited liability company ("Jet Pro") and Jet Aviation Flight Services, Inc., a Maryland corporation ("JAFS").

WHEREAS, the parties deem it desirable that, upon the terms and subject to the conditions hereof, Jet Pro merge with and into JAFS, with JAFS as the surviving corporation of such merger (the "Merger").

NOW, THEREFORE, in consideration of the mutual promises made herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Jet Pro and JAFS agree as follows:

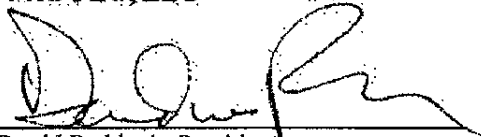
1. Merger. On December 31, 2016 at 11:59 p.m (the "Effective Time"), Jet Pro shall be merged with and into JAFS, with JAFS as the surviving entity of the Merger.
2. Cancellation of Membership Interests. At the Effective Time, by virtue of the Merger and without any action on the part of Jet Pro or JAFS, the membership interests of Jet Pro shall be cancelled as of the Effective Time, and no payment or distribution shall be made with respect thereto. Since JAFS is the sole member of Jet Pro, no shares of the capital stock of JAFS shall be issued in connection with the effectiveness of the Merger.
3. Submission to the Sole Member and the Sole Shareholder; Filing. This Agreement of Merger shall be submitted to the sole member of Jet Pro and to the sole shareholder of JAFS required to vote hereon pursuant to the applicable laws of the states of Florida and Maryland, respectively. If this Agreement is duly adopted and is not terminated as permitted by Section 7, the parties shall execute and cause to be filed such documents as are required by law to cause the Merger to become effective in the manner prescribed by the laws of Florida and Maryland.
4. Copies. This Agreement of Merger is on file at the principal place of business of the JAFS. A copy of this Agreement of Merger will be furnished by the JAFS on request, without cost, to any shareholder or member that is a party to the Merger.
5. Certificate of Incorporation and Bylaws. The certificate of incorporation and bylaws of JAFS shall be the certificate of incorporation of the surviving corporation from and after the Effective Time.
6. Assets, Liabilities, and Rights. At the Effective Time, and in accordance with applicable law, all of the assets, liabilities, rights, privileges, immunities, and franchises of Jet Pro and JAFS and all property (real, personal, and mixed) of, and debts due to, Jet Pro and JAFS shall, for all purposes and in all respects, be and constitute the assets, liabilities, rights, privileges, immunities, franchises, property and debts due to JAFS as the surviving corporation.
7. Amendment and Termination. To the extent permitted by applicable law at any time prior to the Effective Time, this Agreement of Merger may be (a) amended by an agreement in

writing between the board of directors of JAFS and the sole member of Jet Pro or (b) terminated by the board of directors JAFS and the sole member of Jet Pro.

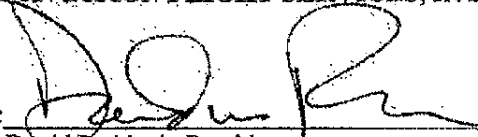
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Merger to be duly executed as of the date first written above.

JET-PRO PEO, LLC

By: 
David Paddock, President

JET AVIATION FLIGHT SERVICES, INC.

By: 
David Paddock, President