

F11000003077

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000192258 3)))

*File
2 of 2 2nd
After*



H10001922563

H110001922583ABC\$

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

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

From:

Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
Phone : (302) 531-0855
Fax Number : (850) 656-7953

11 JUL 29 PM 1:51

SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

Email Address: _____

11 JUL 29 PM 1:07
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Kirkhill Aircraft Parts Co.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

*merger
@ 8/1/11*

**ARTICLES OF MERGER
OF
WINGS ELECTRO SALES COMPANY, INC.
INTO
KIRKHILL AIRCRAFT PARTS CO.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUL 29 PM 1:51

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent business corporation herein named do hereby adopt the following articles of merger.


FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging WINGS ELECTRO SALES COMPANY, INC. with and into KIRKHILL AIRCRAFT PARTS CO., as adopted by the Board of Directors of WINGS ELECTRO SALES COMPANY, INC. on July 27, 2011, and adopted by the Board of Directors of KIRKHILL AIRCRAFT PARTS CO., on July 21, 2011.

SECOND: The merger of WINGS ELECTRO SALES COMPANY, INC. with and into KIRKHILL AIRCRAFT PARTS CO. is permitted by the laws of the jurisdiction of organization KIRKHILL AIRCRAFT PARTS CO. and has been authorized in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of KIRKHILL AIRCRAFT PARTS CO. was July 21, 2011.

THIRD: Shareholder approval was not required for the merger.

Executed on this 27th day of July, 2011.

WINGS ELECTRO SALES COMPANY, INC.

By: 
John C. Siena, Jr., President

KIRKHILL AIRCRAFT PARTS CO.

By: 
Andrew Todhunter, Chief Executive Officer

PLAN OF MERGER approved on July 21, 2011 by KIRKHILL AIRCRAFT PARTS CO., a business corporation organized under the laws of the State of California, and by resolution adopted by its Board of Directors on said date, to be effective upon the date of the merger.

1. WINGS ELECTRO SALES COMPANY, INC. shall be merged with KIRKHILL AIRCRAFT PARTS CO. pursuant to the provisions of the Florida Business Corporation Act and the California General Corporation Law. KIRKHILL AIRCRAFT PARTS CO., which owns all of the outstanding shares of WINGS ELECTRO SALES COMPANY, INC., shall be the surviving corporation pursuant to the provisions of the California General Corporation Law and the Florida Business Corporation Act and is sometimes hereinafter referred to as the "surviving parent corporation." The separate existence of WINGS ELECTRO SALES COMPANY, INC. which is sometimes hereinafter referred to as the "terminating subsidiary corporation," shall cease upon the effective date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Incorporation of the surviving parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving parent corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the California General Corporation Law.

3. The bylaws of the surviving parent corporation upon the effective date of the merger in the jurisdiction of its organization shall be the bylaws of said surviving parent corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the California General Corporation Law.

4. The directors and officers in office of the surviving parent corporation upon the effective date of the merger in the jurisdiction of its organization shall continue to be the members of the Board of Directors and the officers of the surviving parent corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving parent corporation.

5. The issued shares of the terminating subsidiary corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall be surrendered and extinguished. The issued shares of the surviving parent corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving parent corporation.

6. In the event that the merger of the terminating subsidiary corporation with the surviving parent corporation shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act and in accordance with the provisions of California General Corporation Law, the terminating subsidiary corporation and the surviving parent

corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The Board of Directors and the proper officers of the terminating subsidiary corporation and of the surviving parent corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.