

F74150

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

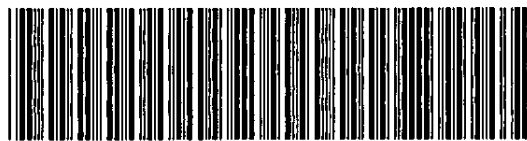
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400226135544

04/02/12--01010--019 **78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 APR -2 AM 11:15

FILED

NO E

Handwritten signature
4-6-12

MARLOWE & WEATHERFORD, P.A.

Attorneys and Counselors at Law
1150 LOUISIANA AVENUE
SUITE 4
WINTER PARK, FLORIDA 32789-3738
(407) 629-5008

MICHAEL L. MARLOWE
WILLIAM P. WEATHERFORD, JR.
BRADLEY K. ALLEY

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32790-2366
FACSIMILE (407) 740-0310

March 29, 2012

VIA REGULAR MAIL

Florida Department of State
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Merger of Highlands Helicopter Service, Inc. with and into Spruce
Creek Aviation, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Merger of Highlands Helicopter Service, Inc. with and into Spruce Creek Aviation, Inc., together with a check for \$78.75 to cover the filing fee and certified copy fee.

Once the Articles of Merger have been filed, please return the certified copy to this office.

Thank you for your assistance in this matter.

Sincerely yours,



William P. Weatherford, Jr.

WPWjr/ddd
Enclosures
cc: Edward J. Perrott

FILED
12 APR -2 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
HIGHLANDS HELICOPTER SERVICE, INC.
WITH AND INTO
SPRUCE CREEK AVIATION, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I – Name of Surviving Corporation

The name of the surviving corporation is SPRUCE CREEK AVIATION, INC., a Florida corporation (“Spruce Creek Aviation”) Florida document number F74150.

ARTICLE I – Name of Surviving Corporation

The name of the merging corporation is HIGHLANDS HELICOPTER SERVICE, INC., a Florida corporation (“Highlands Helicopter”), Florida document number P94000064674.

ARTICLE III - PLAN OF MERGER

The Plan of Merger of HIGHLANDS HELICOPTER SERVICE, INC., a Florida corporation (“Highlands Helicopter”), Florida document number P94000064674, with and into SPRUCE CREEK AVIATION, INC., a Florida corporation (“Spruce Creek Aviation”) Florida document number F74150, with Spruce Creek Aviation being the surviving corporation, is set forth below:

1. Highlands Helicopter shall merge with and into Spruce Creek Aviation, with Spruce Creek Aviation as the surviving corporation.

2. Upon the consummation of the merger of Highlands Helicopter with and into Spruce Creek Aviation, the separate existence of Highlands Helicopter shall cease. Spruce Creek Aviation, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of Spruce Creek Aviation shall not be affected by the merger and upon the merger, Spruce Creek Aviation, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Highlands Helicopter, prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with Highlands Helicopter, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Highlands Helicopter, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Highlands Helicopter, shall henceforth attach to Spruce Creek Aviation and may be enforced against Spruce Creek Aviation to the same extent as if such obligations and duties had been incurred by Spruce Creek Aviation. Additionally, any existing claim or action or proceeding pending by or against Highlands Helicopter or Spruce Creek Aviation may be continued as if the merger did not occur or Spruce Creek Aviation may be substituted in such proceedings for Highlands Helicopter.

3. The manner and basis of converting the shares, options and warrants of Highlands Helicopter into ownership of Spruce Creek Aviation are as follows:

a. At the effective date of the merger, all shares of stock of Spruce Creek Aviation issued and outstanding immediately prior to the merger shall be cancelled and shall become null and void.

b. At the effective date of the merger, each share of common stock of Highlands Helicopter, issued and outstanding shall be converted into one share of common stock of Spruce Creek Aviation.

4. The officers and directors of the surviving corporation, Spruce Creek Aviation, immediately prior to the merger shall be and remain the officers and directors of Spruce Creek Aviation, after the merger.

ARTICLE IV – Effective Date

The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of Statement.

ARTICLE V - Adoption of Plan of Merger by Surviving Corporation

The Plan of Merger was approved by the shareholders of the surviving corporation, Spruce Creek Aviation, on February 21, 2012 in accordance with Section 607.0704, Florida Statutes.

ARTICLE V - Adoption of Plan of Merger by Merging Corporation

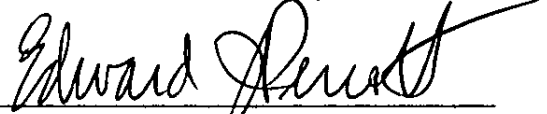
The Plan of Merger was approved by the shareholders of the merging corporation, Highlands Helicopter Service, on February 21, 2012 in accordance with Section 607.0704, Florida Statutes.

DATED February 21, 2012.

HIGHLANDS HELICOPTER SERVICE, INC.

By: 
Edward J. Perrott, President

SPRUCE CREEK AVIATION, INC.

By: 
Edward J. Perrott, President