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LD10000021024

Dec 6, 2011

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

ST Aviation LLC, an OH llc into ST Aviation LLC, a FL llc

Filing Evidence

- ☐ Plain/Confirmation Copy
☒ Certified Copy

Retrieval Request

- ☐ Photocopy
☐ Certified Copy

Type of Document

- ☐ Certificate of Status
☐ Certificate of Good Standing
☐ Articles Only
☐ All Charter Documents to include Articles & Amendments
☐ Fictitious Name Certificate
☐ Other

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-12/05/01--01037--012
*****80.00 *****80.00

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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TALLAHASSEE, FLORIDA

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01 DEC -6 AM 10:33

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DB
12-6-01

ARTICLES OF MERGER
Merger Sheet

MERGING:

ST AVIATION LLC, A NON-QUALIFIED OHIO ENTITY

INTO

ST AVIATION LLC, a Florida entity, L01000021024

File date: December 6, 2001

Corporate Specialist: Trevor Brumbley

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**ARTICLES OF MERGER
OF
ST AVIATION LLC, an Ohio limited liability company
INTO
ST AVIATION LLC, a Florida limited liability company**

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the *merging* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ST AVIATION LLC 100 South Third Street Columbus, Ohio 43215	Ohio	Limited liability company

Florida Document/Registration Number: N/A FEI Number: 31-1663604

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the *surviving* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ST AVIATION LLC 821 Fifth Avenue South, Suite 201 Naples, Florida 34102	Florida	Limited liability company

Florida Document/Registration Number: FEI Number: applied for

LD1000021024

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THIRD: The attached Plan and Agreement of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

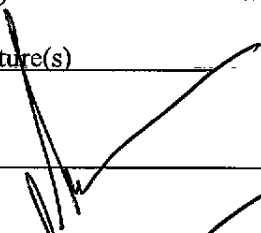
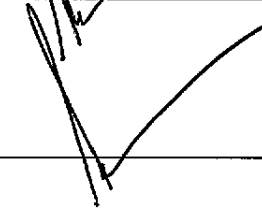
FOURTH: The attached Plan and Agreement of Merger was approved by the other limited liability company that is a party to the merger in accordance with the laws of Ohio.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with Florida Department of State

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
ST AVIATION LLC (Florida)	By: 	Seale A. Moorner, Jr., a Member of ST Holdings LLC, the sole Member of ST Aviation LLC (Florida)
ST AVIATION LLC (Ohio)	By: 	Seale A. Moorner, Jr., a Member of ST Holdings LLC, the sole Member of ST Aviation LLC (Ohio)

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PLAN AND AGREEMENT OF MERGER

The following plan and agreement of merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes. It also qualifies under the related Sections 1705.36 and 1705.37 of the Ohio Revised Statutes.

FIRST: The exact name and jurisdiction of the *merging* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ST AVIATION LLC	Ohio

SECOND: The exact name and jurisdiction of the *surviving* party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
ST AVIATION LLC	Florida

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

Upon the consummation of the merger of ST AVIATION LLC, an Ohio limited liability company (the "Ohio LLC"), with and into ST AVIATION LLC, a Florida limited liability company (the "Florida LLC"), the separate existence of the Ohio LLC shall cease. The Florida LLC, 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 the Florida LLC shall not be affected by the merger and upon the merger, the Florida LLC, 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 the Ohio LLC prior to the merger. Further, all rights of creditors and any person or persons dealing with the Ohio LLC shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Ohio LLC shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Ohio LLC shall henceforth attach to the Florida LLC and may be enforced against the Florida LLC to the same extent as if such obligations and duties has been incurred by the Florida LLC. Additionally, any existing claim or action or proceeding pending by or against the Ohio LLC or the Florida LLC may be continued as if the merger did not occur or the Florida LLC may be substituted in such proceedings for the Ohio LLC.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

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At the effective date of the merger, the membership interests in the Florida LLC outstanding immediately prior to the merger shall remain outstanding and shall be unchanged as a result of the merger.

B. The manner and basis of converting *rights to acquire* interests, shares, obligations or other securities of the merged party into *rights to acquire* interests, shares, obligations, or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The sole Member, ST Holdings LLC, of the Ohio LLC, the merged party, is the same as the sole Member of the surviving party, the Florida LLC. Therefore, the effective ownership interests of the sole Member of the Florida LLC and the Ohio LLC will remain the same before and after the merger.

FIFTH: The surviving limited liability company, the Florida LLC, will be managed by its sole Member, whose name and address are as follows:

<u>Name</u>	<u>Address</u>
ST Holdings LLC Seale A. Moorer, Jr., Member	2905 Indigobush Way Naples, Florida 34105

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

The surviving limited liability company, the Florida LLC, hereby consents to be sued and served with process in the State of Ohio and irrevocably appoints the Secretary of State of the State of Ohio as its agent to accept service of process in any proceeding in the State of Ohio to enforce against the Florida LLC any obligations of the terminating limited liability company, the Ohio LLC.

SEVENTH: Other provisions, if any, relating to the merger.

N/A

(Attach additional sheet(s) if necessary)

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