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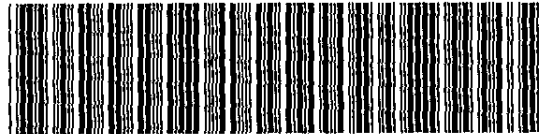
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 DEC 30 AM 11:00

*Merge with
real*

WENDEL & CHRITTON
CHARTERED
ATTORNEYS AT LAW

JOHN F. WENDEL

Administrative and Governmental Law
Corporation and Business Law
Non-Profit/Tax Exempt Organizations
Sports Law

December 29, 2004
VIA FEDEX
#8489 1652 0819

225 East Lemon Street
Suite 351

Post Office Box 2808
Lakeland, Florida 33806
Telephone (863) 603-7730
Fax (863) 603-7761
E-mail: jwendel@wendelchritton.com

In reply please refer to our file:

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

(7890) M-04-396-1
OLE BLUE, LLC
General/Miscellaneous

Ladies and Gentlemen:


Enclosed please find the following documents:

1. Original and one copy of the Articles of Merger and Plan of Merger, and
2. Our check for \$90.00 payable to "Secretary of State".

Please do the following:

1. File the original Articles of Merger and Plan of Merger, prepare a certified copy of same, and send the certified copy to the undersigned by regular mail in the enclosed self-addressed, stamped envelope provided for that purpose. If possible, and if it is convenient, please forward a copy of the documents, as filed, via facsimile transmission, to (863) 603-7730.
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
WENDEL & CHRITTON, CHARTERED

John F. Wendel

JFW/mdp

Enclosures

cc: Mr. Ralph Seckinger (w/enclosures)

ARTICLES OF MERGER
of
FUN FLIGHT AVIATION, INC., a Florida corporation for profit,
into
OLE BLUE, LLC, a Florida limited liability company.

The following Articles of Merger are being submitted in accordance with Sections 607.1109 and 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each of the two (2) **Merging Parties** are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. FUN FLIGHT AVIATION, INC. 931 Drexel Avenue NE Winter Haven, Florida 33881	Florida	Corporation for Profit
Florida Document Registration Number: P01000118925 FEI Number: 800023598		
2. OLE BLUE, LLC 931 Drexel Avenue NE Winter Haven, Florida 33881	Florida	Limited Liability Company
Florida Document Registration Number: <u>LO4000094175</u> FEI Number: applied for		

The **Surviving Party** to this merger shall be OLE BLUE, LLC, which, as a result of this merger, shall have the name of FUN FLIGHT AVIATION, LLC.

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **Surviving Party** to this merger are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FUN FLIGHT AVIATION, LLC 931 Drexel Avenue NE Winter Haven, Florida 33881	Florida	Limited Liability Company
Florida Document Registration Number: <u>LO4000094175</u> FEI Number: applied for		

THIRD: The attached PLAN OF MERGER meets the requirements of Sections 607.1108 and 608.438, Florida Statutes, and was approved by each of the two (2) **Merging Parties**, FUN FLIGHT AVIATION, INC., a Florida corporation for profit, and OLE BLUE, LLC, a Florida limited liability company, which are the only parties to this merger, in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: This merger is permitted under the laws of the State of Florida and is not prohibited by the Articles of Organization or the regulations of OLE BLUE, LLC, or by

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
04 DEC 30 AM 11:00

the Articles of Incorporation or Bylaws of FUN FLIGHT AVIATION, INC., the two (2)
Merging Parties.

FIFTH: This merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

SIXTH: These Articles of Merger comply and were executed in accordance with the laws of the State of Florida by the undersigned on December 29, 2004.

SEVENTH: SIGNATURES FOR EACH OF THE TWO (2) MERGING PARTIES:

<u>Name of Entity</u>	<u>Signatures</u>	<u>Printed Name of Individuals</u>
FUN FLIGHT AVIATION, INC., a Florida corporation for profit	By: <u>Ralph R. Seckinger</u> RALPH R. SECKINGER President	Ralph R. Seckinger
OLE BLUE, LLC, a Florida limited liability company	By: <u>Ralph R. Seckinger</u> RALPH R. SECKINGER Managing Member	Ralph R. Seckinger
	By: <u>Betty G. Seckinger</u> BETTY G. SECKINGER Managing Member	Betty G. Seckinger
	By: <u>John O. Madley</u> JOHN O. MADLEY Managing Member	John O. Madley

04 DEC 30 PM 11:00
SECRETARY OF STATE
DIVISION OF CORPORATIONS

PLAN OF MERGER
of
FUN FLIGHT AVIATION, INC, a Florida corporation for profit,
into
OLE BLUE, LLC, a Florida limited liability company.

The following Plan of Merger, which was adopted and approved by each party to the merger pursuant to Sections 607.1108, 607.1109, 607.11101, 608.438, 608.4381, and 608.4382, Florida Statutes, is being submitted in accordance with Sections 607.1108 and 608.438, Florida Statutes.

FIRST: The exact name, street address of its principal office, and jurisdiction of each of the two (2) **Merging Parties** are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. FUN FLIGHT AVIATON, INC. 931 Drexel Avenue NE Winter Haven, Florida 33881	Florida	Corporation for Profit
2. OLE BLUE, LLC 931 Drexel Avenue NE Winter Haven, Florida 33881	Florida	Limited Liability Company

The **Surviving Party** to this merger shall be OLE BLUE, LLC, which, as a result of this merger, shall have the name of FUN FLIGHT AVIATION, LLC.

SECOND: The exact name, street address of its principal office, and jurisdiction of the **Surviving Party to this merger** are:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FUN FLIGHT AVIATION, LLC 931 Drexel Avenue NE Winter Haven, Florida 33881	Florida	Limited Liability Company

As a result of this merger, OLE BLUE, LLC, the **Surviving Party** to this merger, shall have the name FUN FLIGHT AVIATION, LLC.

THIRD: The terms and conditions of this merger are:

1. The legal identity and existence of the **Surviving Party** and all of its purposes shall continue in effect unimpaired by this merger, and the legal identity and existence and all of the powers of FUN FLIGHT AVIATION, INC., shall be merged into the **Surviving Party** and the **Surviving Party**, as the limited liability company surviving this merger, shall be fully vested therewith. The separate legal identity, existence, and corporate organization of FUN FLIGHT AVIATION, INC., shall cease as soon as this merger shall

become effective as herein provided, and thereupon the **Surviving Party** and FUN FLIGHT AVIATION, INC., shall be a single legal entity, to wit: OLE BLUE, LLC, the **Surviving Party**, which, as a result of this merger, shall have the name of FUN FLIGHT AVIATION, LLC. This merger shall become effective when the Articles of Merger are filed with the Florida Department of State. The date when this merger becomes effective is sometimes referred to as the "effective date of this merger."

2. Upon the effective date of this merger, the Articles of Organization of the **Surviving Party** shall continue in full force and effect as the Articles of Organization of the **Surviving Party**.

3. Upon the effective date of this merger, the Operating Agreement of the **Surviving Party** shall continue to be the Operating Agreement of the **Surviving Party** until the same shall be altered, amended, or repealed in accordance with law, the Articles of Organization, and such Operating Agreement.

4. Upon the effective date of this merger, FUN FLIGHT AVIATION, INC., shall merge into the **Surviving Party**, and the separate existence of FUN FLIGHT AVIATION, INC., shall cease. Title to all real estate and all other property, or any interest therein, owned by the **Merging Parties** is vested in the **Surviving Party** without reversion or impairment. The **Surviving Party** shall thenceforth be responsible and liable for all the liabilities and obligations of the **Merging Parties**. Any claim existing or action or proceeding pending by or against any of the **Merging Parties** may be continued as if the merger did not occur or the **Surviving Party** may be substituted in the proceeding for FUN FLIGHT AVIATION, INC. Neither the rights of creditors nor any liens upon the property of either of the **Merging Parties** shall be impaired by this merger. If at any time the **Surviving Party** shall consider or be advised that any further assignments, conveyances, or assurances in law are necessary or desirable to vest, perfect, or confirm of record in the **Surviving Party** the title to any property or rights of the **Merging Parties**, or otherwise to carry out the provisions hereof, the proper officers and directors of FUN FLIGHT AVIATION, INC., and/or the Managing Members of the **Surviving Party**, as of the effective date of this merger, shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights of the **Surviving Party**, and otherwise to carry out the provisions hereof.

5. The Managing Members of the **Surviving Party** at the effective date of this merger shall serve as the Managing Members and directors of the **Surviving Party** in accordance with the Articles of Organization and the Operating Agreement of the **Surviving Party**.

6. All corporate acts, plans, policies, approvals, and authorizations of FUN FLIGHT AVIATION, INC., its shareholders, Board of Directors, committees, elected or appointed by the Board of Directors, officers, and agents, which were valid and effective immediately prior to the effective date of this merger, shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the **Surviving Party** and shall be effective and binding thereon as they were on FUN FLIGHT AVIATION, INC.

FOURTH:

1. The manner and basis of converting the interests, shares, obligations, or other securities of each of the two (2) **Merging Parties** into the interests, shares, obligations, or other securities of the **Surviving Party** are that upon the effective date of this merger, each share holder of FUN FLIGHT AVIATION, INC., shall be and become a member of the **Surviving Party** and the value of the membership each shareholder of FUN FLIGHT AVIATION, INC., acquired in the **Surviving Party** shall be equal to that of each and every other member of the **Surviving Party** and each shareholder of FUN FLIGHT AVIATION, INC., shall, therefore, have the ability to receive immediately all of the rights, privileges, abilities, and benefits granted to members of the **Surviving Party**.

2. There are no outstanding rights to acquire interests, shares, obligations, or other securities of either of the two (2) **Merging Parties** which maybe converted into rights to acquire interest, shares, obligations, or other securities of the **Surviving Party**, in whole or in part, or into cash or other property.

FIFTH: The **Surviving Party** is a Florida limited liability company and shall be named FUN FLIGHT AVIATION, LLC. The names and addresses of the Managing Members are:

Ralph R. Seckinger

Betty G. Seckinger

John O. Madley

931 Drexel Avenue NE

931 Drexel Avenue NE

142 Audubon Road

Winter Haven, Florida 33882

Winter Haven, Florida 33882

Winter Haven, Florida 33884

IN WITNESS WHEREOF, each party to this Plan of Merger has caused this Plan of Merger to be executed on its behalf by the undersigned on December 29, 2004.

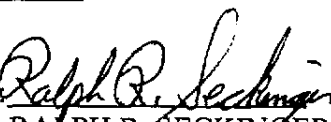
Name of Entity

Signatures

Printed Name of
Individuals

FUN FLIGHT AVIATION, INC.,
a Florida corporation for
profit

By:


RALPH R. SECKINGER
President

Ralph R. Seckinger

OLE BLUE, LLC
a Florida limited liability
company

By:


RALPH R. SECKINGER
Managing Member

Ralph R. Seckinger

By:


BETTY G. SECKINGER
Managing Member

Betty G. Seckinger

By: John O. Madley John O. Madley
JOHN O. MADLEY
Managing Member

CERTIFICATE OF ADOPTION

We, Ralph R. Seckinger, Betty G. Seckinger, and John O. Madley, being all of the Managing Members of OLE BLUE, LLC, a Florida limited liability company, do hereby certify that the foregoing Plan of Merger was adopted by the undersigned on December 29, 2004.

Ralph R. Seckinger
RALPH R. SECKINGER
Managing Member

Betty G. Seckinger
BETTY G. SECKINGER
Managing Member

John O. Madley
JOHN O. MADLEY
Managing Member

CERTIFICATE OF ADOPTION

I, Betty G. Seckinger, the duly elected and qualified Secretary of FUN FLIGHT AVIATION, INC., a Florida corporation for profit, do hereby certify that the foregoing Plan of Merger was approved and adopted by shareholders and by the Board of Directors of FUN FLIGHT AVIATION, INC., a Florida corporation for profit, on December 29, 2004.

Betty G. Seckinger

Betty G. Seckinger, Secretary of FUN FLIGHT AVIATION, INC.