

L07000028069

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07 APR 27 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATE

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

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07 APR 27 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT: RICKY SOTO

DATE: 04/27/2007

REF. #: 000472.67545

CORP. NAME: FERRELL HANGAR HOLDING LLC and FERRELL AA HOLDINGS, LLC
merging into FERRELL AA HOLDINGS, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 521088 FOR \$ 105.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s.608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **Merging Party** are as follows:

LUY000085501
FERRELL HANGAR HOLDING LLC, a Florida Limited Liability Company.

AND

FERRELL AA HOLDINGS, LLC, a Florida Limited Liability Company.

SECOND: The exact name, form/entity type, and jurisdiction of the **Surviving Party** is as follows:

FERRELL AA HOLDINGS, LLC, a Florida Limited Liability Company.

THIRD: The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The effective date of the merger shall be the date this document is filed by the Florida Department of State.

MERGING PARTIES:

FERRELL HANGAR HOLDING, LLC,
a Florida limited liability company

By: 
Milton M. Ferrell, Jr., Manager

FERRELL AA HOLDINGS, LLC,
a Florida limited liability company

By: 
Milton M. Ferrell, Jr., Manager

PLAN OF MERGER

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

FERRELL HANGAR HOLDING LLC, a Florida Limited Liability Company.

AND

FERRELL AA HOLDINGS, LLC, a Florida Limited Liability Company.

SECOND: The exact name, form/entity type, and jurisdiction of the **Surviving Party** is as follows:

FERRELL AA HOLDINGS, LLC, a Florida Limited Liability Company.

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

The Articles of Organization and the Operating Agreement of the Surviving Party shall govern following the merger. Both merging LLCs have the same sole member. Therefore, the Surviving Party will have the same sole member following the merger. No new members will be admitted as part of this merger. The manager of the Surviving Party shall be the sole manager of the Surviving Party following the merger. All the assets and liabilities of Ferrell Hangar Holding, LLC shall become assets and liabilities of Ferrell AA Holdings, LLC, the Surviving Party, as a result of the merger.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The sole member of Ferrell Hangar Holding, LLC shall receive one additional membership interest in the Surviving Party since the sole member of Ferrell AA Holdings, LLC is the same person as the sole member of Ferrell Hangar Holding, LLC, the Surviving Party.