

L13000091053

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.

(((H13000148893 3)))



H130001488933ABC4

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 : FOWLER WHITE BOGGS, P.A. - JACKSONVILLE
Account Number : I20040000146
Phone : (904)598-3100
Fax Number : (904)446-2636

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

Email Address: Daniel.Nunn@nelsonmullins.com

MERGER OR SHARE EXCHANGE
International Spirits Leasing I, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$60.00

RECEIVED

13 JUL - 1 AM 8:13

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2013 JUL - 1 PM 12:13

FILED

DJK
7/2/13

FILED

2013 JUL -1 PM 12:13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
SPIRIT AIRCRAFT LEASING, INC.
WITH AND INTO
INTERNATIONAL SPIRITS LEASING I, LLC**

The following Certificate of Merger is 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 merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Spirit Aircraft Leasing, Inc. 24716 Harbour View Drive Ponte Vedra Beach, FL 32082	Florida	Corporation

Florida Document/
Registration Number: P09000053147
FEI/EIN Number: 27-0399158

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>
International Spirits Leasing I, LLC 6622 Southpoint Drive South Suite 340 Ponte Vedra Beach, FL 32216	Florida	Limited Liability Company

Florida Document/
Registration Number: L13000091053
FEI/EIN Number: 46-3091355

THIRD: The attached Plan of Merger meets the requirements of Section 608.438 of the Florida Statutes, and was approved by the domestic limited liability company that is a party to the merger in accordance with the provisions of Chapter 608 of the Florida Statutes. The Plan of Merger was adopted by the manager and members of the surviving limited liability company on July 1, 2013.

FOURTH: The attached Plan of Merger meets the requirements of Section 607.1109 of the Florida Statutes, and was approved by the corporation that is a party to the merger in accordance with the provisions of Chapter 607 of the Florida Statutes. The Plan of Merger was adopted by the shareholder and directors of the merging corporation on July 1, 2013.

FIFTH: The merger is permitted under the laws of Florida and is not prohibited by the articles of incorporation or the bylaws of the corporation or by the operating agreement and articles of organization of the limited liability company that are parties to the merger.

SIXTH: The merger shall become effective as of the 1st day of July, 2013.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

Merged Entity:

SPIRIT AIRCRAFT LEASING, INC.,
a Florida corporation

By 
Steven C. Koegler, Manager

Surviving Entity:

INTERNATIONAL SPIRITS LEASING
I, LLC, a Florida limited liability company

By 
Steven C. Koegler, Manager

PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") adopted effective as of the 1st day of July, 2013, by and between INTERNATIONAL SPIRITS LEASING I, LLC, a Florida limited liability company ("Surviving Entity") and SPIRIT AIRCRAFT LEASING, INC., a Florida corporation ("Merged Entity") (hereinafter individually called "Merging Entity" and together with Surviving Entity called the "Merging Entities").

WITNESSETH:

WHEREAS, the Articles of Organization of Surviving Entity were filed in the office of the Florida Department of State on June 24, 2013;

WHEREAS, the Articles of Incorporation of Merged Entity were filed in the office of the Florida Department of State on June 17, 2009;

WHEREAS, Surviving Entity owns one hundred percent (100%) of the shares of stock issued and outstanding in Merged Entity; and

WHEREAS, all of the members of Surviving Entity and the sole shareholder of Merged Entity have authorized the merger of Merged Entity into Surviving Entity pursuant to the plan set forth herein, in the manner prescribed by applicable Florida law.

NOW, THEREFORE, the merger of Merged Entity into Surviving Entity shall be accomplished as set forth below.

ARTICLE I

Merger

Effective upon the filing of the Certificate of Merger accomplishing the merger described herein (the "Effective Date"), Merged Entity shall be merged into Surviving Entity and Surviving Entity shall merge Merged Entity into itself.

ARTICLE II

Name and Jurisdiction of Surviving Entity

The name of Surviving Entity shall be INTERNATIONAL SPIRITS LEASING I, LLC and its jurisdiction of organization is Florida.

ARTICLE III

Conversion of Interests

(a) Upon the Effective Date, each membership interest in Surviving Entity outstanding on the Effective Date of the merger shall, by virtue of the merger and without further action on the part of the holder, remain outstanding and unchanged.

(b) Any and all stock in the Merged Entity, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be cancelled and extinguished and shall cease to exist, and shall not be converted into membership interests of Surviving Entity. As soon as practical after the Effective Date of the merger, the sole shareholder of Merged Entity shall tender its stock certificate to Surviving Entity for cancellation.

(c) There are no rights to acquire shares in Merged Entity or membership interests in Surviving Entity.

ARTICLE IV Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) The existing articles of organization and operating agreement of Surviving Entity shall remain in effect and unchanged as a result of this merger.

(b) Surviving Entity shall pay all expenses incident to this merger.

(c) Upon the Effective Date, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions hereof and the laws of the State of Florida. After the merger, Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of Merged Entity. Also, title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merged Entity shall be vested in Surviving Entity, and the title to any real estate, whether by deed or otherwise, vested in Merged Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merged Entity shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by Surviving Entity.

(d) Following the merger, Surviving Entity shall cause a copy of the Certificate of Merger, or such other documents as the officers of Surviving Entity shall agree, to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Entity is situated.

(e) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper officers, directors or shareholders of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

ARTICLE V
Approval of Merger and Manager

The parties do hereby acknowledge and confirm as follows:

(a) This Plan has been duly adopted and approved by the shareholder and directors of Merged Entity pursuant to Chapter 607 of the Florida Statutes, and the directors of Merged Entity has been authorized and directed to execute and submit same in accordance with Section 607.1108 of the Florida Statutes.

(b) This Plan has been duly adopted and approved by the members and manager of Surviving Entity pursuant to Chapter 608 of the Florida Statutes, and the manager of Surviving Entity has been authorized and directed to execute and submit same in accordance with Section 608.438 of the Florida Statutes.

(c) The name and address of the manager of Surviving Entity is:

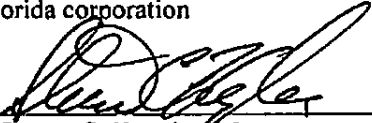
Steven C. Koegler 6622 Southpoint Drive South, Suite 340
Jacksonville, Florida 32216

[Signature Page Follows]

The parties have caused this Plan to be duly executed as of the day and year first above-written.

Merged Entity:

SPIRIT AIRCRAFT LEASING, INC.,
a Florida corporation

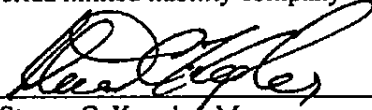
By 

Steven C. Koegler, Manager

Address: 24716 Harbour View Drive
Ponte Vedra Beach, FL 32082

Surviving Entity:

INTERNATIONAL SPIRITS LEASING I, LLC,
a Florida limited liability company

By 

Steven C. Koegler, Manager

Address: 6622 Southpoint Drive South
Suite 340
Jacksonville, FL 32216