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FILED

2019 MAR -5 AM 8:44

Merger

MAR 05 2019

1 ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Aero Design Labs LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Walter J. Stanton III

Contact Person

Carney Stanton P.L.

Firm/Company

4000 Ponce De Leon Boulevard, Suite 470

Address

Coral Gables, Florida 33146

City, State and Zip Code

stanton@carneystanton.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Walter J. Stanton III

Name of Contact Person

at (305) 458-5131

Area Code and Daytime Phone Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

FILED
2019 MAR -5 AM 8:44
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Aero Design Labs, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Aero Design Labs LLC	Florida	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s)

Typed or Printed
Name of Individual:

Aero Design Labs, Inc.

Lee Sanders, President

Aero Design Labs LLC

Lee Sanders, Manager

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

General Partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Aero Design Labs, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Aero Design Labs LLC	Florida	Limited Liability Company

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

Aero Design Labs, Inc. will be merged into Aero Design Labs LLC. Aero Design Labs, Inc.'s separate existence will cease and Aero Design Labs LLC will be the surviving Limited Liability Company in the merger and shall succeed to and assume all the rights and obligations of Aero Design Labs, Inc.

(Attach additional sheet if necessary)

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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Aero Design Labs, Inc. has issued and outstanding 5,050,000 share of common stock and the owner

of Aero Design Labs, Inc. will receive 4,545,000 Class B Membership Units of Aero Design Labs LLC.

Aero Design Labs LLC will acquire all of the assets, liabilities, rights, privileges, immunities, powers and

purposes of Aero Design Labs, Inc.

(Attach additional sheet if necessary)

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

All of the Aero Design Labs, Inc. common stock (5,050,000 issued and outstanding) will be delivered

to Aero Design Labs LLC pursuant to the Plan of Merger in exchange for 4,545,000 Class B

Membership Units of Aero Design Labs LLC. The actual exchange is that a share of common stock of

Aero Design Labs, Inc. will receive .9 Class B Membership Units in Aero Design Labs LLC.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Lee Sanders, Manager of Aero Design Labs LLC

2506 Gravel Drive, Fort Worth, Texas 76118

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Aero Design Labs, Inc. shareholders each were provided copies of Florida Statutes 607.1301

through 607.1333 with respect to Rights of Shareholders to an Appraisal. The Merger will

have the effects specified in Section 605.1026 of the Florida Revised Limited Liability

Company Act.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

At the effective time of the Merger, Aero Design Labs LLC shall continue to be governed by its Operating

Agreement and Articles of Organization until thereafter amended in accordance with the provisions

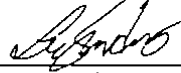
thereof and applicable law. The manager and officers of Aero Design Labs LLC prior to the Merger


shall be the managers and officers of Aero Design Labs LLC after the Merger until their respective

successors and duly elected or appointed and qualified.

(Attach additional sheet if necessary)

AERO DESIGN LABS, INC.

By: 
Name: Lee Sanders
Title: President


Lee Sanders

Eric Ahlstrom

Michael J. Quilling

Ann Howard-Bellott

Richard Morgan

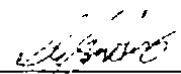
Bruce Killian

Ron Ellis

Craig H. Taylor

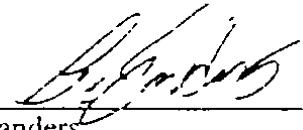
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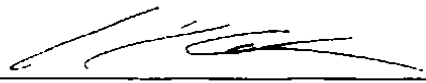
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By: 

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Title: President


Lee Sanders


Eric Ahlstrom

Michael J. Quilling

Ann Howard-Bellott

Richard Morgan

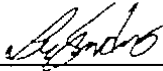
Bruce Killian

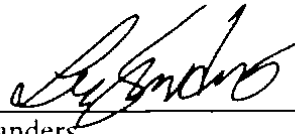
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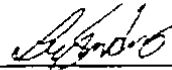
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Title: President

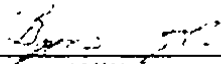

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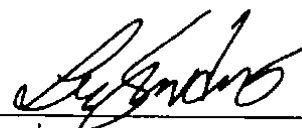
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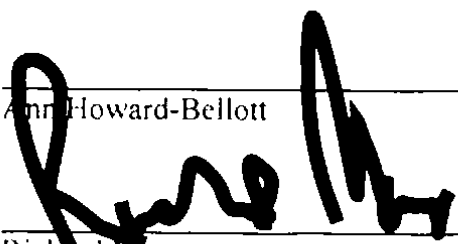
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By: 
Name: Lee Sanders
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Lee Sanders

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AERO DESIGN LABS, INC.

By: 

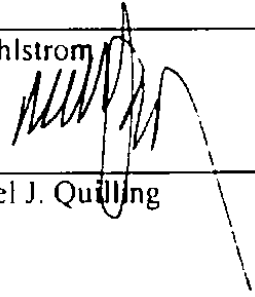
Name: Lee Sanders

Title: President



Lee Sanders

Eric Ahlstrom



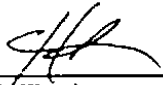
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