

L-99000007441



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

Corporate Services Group Inc.

File 1st

- ☐ Walk In
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NEW FILINGS	
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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. 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 Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

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99 DEC -1 PM 12:40
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DEPARTMENT OF REVENUE
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99 NOV 30 PM 12:3
w/ m sheet

Ordered By: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

CORPORATE SERVICES GROUP, INC. a Florida corporation P97000045664

,

INTO

CORPORATE AIRCRAFT SERVICES, LLC, a Florida entity, L99000007441

File date: November 30, 1999

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 1, 1999

UCC FILING & SEARCH SERVICES, INC.

SUBJECT: CORPORATE AIRCRAFT SERVICES, LLC
Ref. Number: L99000007441

FILED
99 NOV 30 AM 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for CORPORATE AIRCRAFT SERVICES, LLC and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This filing will be backdated to November 30, the day of receipt in our office. We cannot file mergers with effective dates which are prior to such receipt, so you must delete all references to such a date from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 999A00056836

RECEIVED
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
CORPORATE SERVICES GROUP, INC.
WITH AND INTO
CORPORATE AIRCRAFT SERVICES, LLC**

p97-45664

L99-7441

Pursuant to the provisions of Section 607.1105 of the Florida General Corporation Act and Section 608.4382 of the Florida Limited Liability Act (collectively the "Act"), **CORPORATE SERVICES GROUP, INC.**, a Florida corporation, and **CORPORATE AIRCRAFT SERVICES, LLC**, a Florida limited liability company, do hereby adopt the following Articles of Merger:

FIRST: The names of the entities which are parties to the merger (the "Merger") contemplated by these Articles of Merger are **CORPORATE SERVICES GROUP, INC.** and **CORPORATE AIRCRAFT SERVICES, LLC**. **CORPORATE AIRCRAFT SERVICES, LLC** is the surviving entity (the "Surviving Entity") in the Merger.

SECOND: The plan of merger is set forth in that certain Agreement and Plan of Merger dated November 30, 1999, between **CORPORATE SERVICES GROUP, INC.** and **CORPORATE AIRCRAFT SERVICES, LLC**, a copy of which is attached hereto (the "Agreement and Plan of Merger") and incorporated herein.

THIRD: The Agreement of Merger was adopted by:

- a. the shareholders of **CORPORATE SERVICES GROUP, INC.** by a Written Action of the Shareholders on November 30, 1999; and
- b. the sole member of **CORPORATE AIRCRAFT SERVICES, LLC** in accordance with the provisions of Sections 608.4231(5), (8) and 608.4381(3) by a Written Consent of the Member on November 30, 1999.

FOURTH: The Merger shall become effective at 11:59 P.M., Florida time, on November 30 1999, in accordance with the provisions of Section 607.1105(1) and Section 608.438(4) of the Act.

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99 NOV 30 AM 11:46
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TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 30th day of November 1999.

"CONSTITUENT ENTITY"

CORPORATE SERVICES GROUP, INC.

By: 

Brad Bartholomew, President

"SURVIVING ENTITY"

CORPORATE AIRCRAFT SERVICES, LLC

By: 

Brad Bartholomew, Sole Member

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TALLAHASSEE FLORIDA

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") made and entered into this 30th day of November, 1999 by and among:

CORPORATE SERVICES GROUP, INC., a Florida corporation, with its principal office located at 9501 Palm River Road, Tampa, Florida 33619 (hereinafter each referred to as "Constituent Corporation")

and

CORPORATE AIRCRAFT SERVICES, LLC, a Florida limited liability company, with its principal office located at 9501 Palm River Road, Tampa, Florida 33610 (hereinafter referred to as the "Surviving Entity").

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

W I T N E S S E T H :

WHEREAS, the Constituent Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors/Members, the Constituent Corporation and the Surviving Entity have determined that the Constituent Corporation shall merge (the "Merger") with and into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Chapters 607 and 608, Florida Statutes;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Constituent Corporation and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Constituent Corporation and the Surviving Entity agree that the Constituent Corporation shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Florida as the surviving entity.
2. **SURVIVING ENTITY.** On and after the effective date (as defined below) of the Merger:

- a. The Surviving Entity shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such surviving entity as are provided by Chapter 608, Florida Statutes.
 - b. **CORPORATE SERVICES GROUP, INC.**, as the constituent corporation, shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity.
3. **TERMS AND CONDITIONS OF MERGER:** The terms and conditions of the Merger are the following:
 - a. **Articles of Organization.** The Articles of Organization of the Surviving Corporation shall continue as the Articles of Organization of the Surviving Entity.
 - b. **Operating Agreement.** The Operating Agreement of the Surviving Entity shall continue as the Operating Agreement of the Surviving Entity.
 - c. **Management.** The management of the Surviving Entity is vested in the Member of the Surviving Entity.
4. **MANNER AND BASIS OF CONVERTING SHARES INTO SURVIVING ENTITY.**
 - a. **Conversion of Shares of Constituent Corporation.** The manner and basis of converting the shares of the Constituent Corporation into interests in the Surviving Entity shall be as follows:
 - i. Each share of common stock of the Constituent Corporation outstanding on the effective date of the Merger, and all rights in respect thereof, and not owned by the corporation shall be cancelled as of the Effective Date of the Merger.
 - ii. On the Effective Date of the Merger any treasury shares owned by the Constituent Corporation shall be cancelled.
 - b. **Conversion of Interests of Surviving Entity.** The manner and basis of converting the existing interests of Corporate Aircraft Services, LLC ("LLC") into interests of Corporate Aircraft Services, LLC, as the Surviving Entity, shall be that all interests in LLC shall be and remain issued and outstanding.

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 TALLAHASSEE, FLORIDA

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5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Board of Directors and Shareholders of the Constituent Corporation and the Members of the Surviving Entity. Subsequent to the execution of this Agreement by the appropriate officers of the Constituent Corporation and the Surviving Entity, the proper officers of each entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the merger contemplated by this Agreement.
6. **EFFECTIVE DATE OF MERGER.** The merger shall be effective on 11:59 p.m. on November 30, 1999.
7. **MISCELLANEOUS.**
- a. **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Florida.
- b. **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders and members of the Constituent Corporation and the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.
- c. **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, CORPORATE SERVICES GROUP, INC. and CORPORATE AIRCRAFT SERVICES, LLC have caused this Agreement to be executed by their duly authorized representatives as of the day and year first above written.

"CONSTITUENT CORPORATION"

CORPORATE SERVICES GROUP, INC.

By: 

Brad Bartholomew, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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"SURVIVING ENTITY"

CORPORATE AIRCRAFT SERVICES, LLC

By: 

Brax Bartholomew, Sole Member

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