

M51771

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**MERGER OR SHARE EXCHANGE
FIVE STAR AIRPORT ALLIANCE, INC.**

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ARTICLES OF MERGER

of

FIVE STAR SUBSIDIARY CORPORATION
a Florida corporation

with and into

FIVE STAR AIRPORT ALLIANCE, INC.,
a Florida corporation

June 27, 2016

Pursuant to the Section 607.1105 of the Florida Business Corporation Act (the "Act"), Five Star Airport Alliance, Inc., a Florida corporation (the "Surviving Corporation"), and Five Star Subsidiary Corporation, a Florida corporation (the "Merging Corporation"), file these Articles of Merger (these "Articles") with the Department of State of the State of Florida (the "Department").

1. Surviving Corporation. The name and jurisdiction of formation of the Surviving Corporation is as follows:

Name	Jurisdiction	Document Number
Five Star Airport Alliance, Inc.	Florida	M51771

2. Merging Corporation. The name and jurisdiction of formation of the Merging Corporation is as follows:

Name	Jurisdiction	Document Number
Five Star Subsidiary Corporation	Florida	P16000036785

3. Plan of Merger. The Plan of Merger is attached.

4. Effective Date. The Merger shall be effective upon the filing of these Articles with the Department.

5. Approval. The Plan of Merger was approved and adopted by the board of directors and the shareholders of the Merging Corporation on April 22, 2016 and by the board of directors of the Surviving Corporation on June 13, 2016 and the shareholders of the Surviving Corporation on June 27, 2016 in accordance with Section 607.1101 of the Act.

[Signatures appear on following page]

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IN WITNESS WHEREOF, these Articles of Merger of Five Star Airport Alliance, Inc. and Five Star Subsidiary Corporation, have been executed as of the day and year first above written.

MERGING CORPORATION:

FIVE STAR SUBSIDIARY CORPORATION,
a Florida corporation

By: 

Name: Timothy S. Berndt

Title: Vice President

SURVIVING CORPORATION:

FIVE STAR AIRPORT ALLIANCE, INC.,
a Florida corporation

By: 

Name: Paul W. Shaffer

Title: Chief Executive Officer

[SIGNATURE PAGE TO ARTICLES OF MERGER]

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PLAN OF MERGER

The following plan of merger (this "Plan") is submitted in compliance with Section 607.1101 of the Florida Business Corporation Act (the "Business Corporation Act").

First: The name and jurisdiction of the surviving corporation is **FIVE STAR AIRPORT ALLIANCE, INC.**, a Florida corporation (the "Surviving Corporation").

Second: The name and jurisdiction of the merging corporation is **FIVE STAR SUBSIDIARY CORPORATION**, a Florida corporation (the "Merging Corporation").

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

a. At the Effective Time (as defined herein), the Merging Corporation shall be merged with and into the Surviving Corporation, whereupon the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue as the surviving corporation.

b. For all purposes herein, from and after the Effective Time, all of the assets, property, rights, privileges, powers and franchises of the Surviving Corporation and the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities and duties of the Surviving Corporation and the Merging Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

c. The Articles of Incorporation of the Merging Corporation in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation following the Effective Time until amended in accordance with applicable law.

d. The by-laws of the Merging Corporation in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation following the Effective Time until further amended in accordance with applicable law.

e. From and after the Effective Time, until successors are duly elected or appointed in accordance with applicable law, the directors of the Surviving Corporation at the Effective Time shall be the directors of the Surviving Corporation, and the officers of the Surviving Corporation at the Effective Time shall be the officers of the Surviving Corporation.

f. For all purposes herein, the effective time of the merger (the "Effective Time") shall be upon the filing of the Articles of Merger with the Department of State of the State of Florida.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: (a) (i) each share of Series G Convertible Redeemable Preferred Stock, Series F

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Convertible Redeemable Preferred Stock and Series E Convertible Redeemable Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and converted into the right to receive cash and other property; (ii) each share of Series D Redeemable Preferred Stock, Series C Redeemable Preferred Stock, Series B Redeemable Preferred Stock and Series A Redeemable Preferred Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled and no other cash or consideration shall be paid or payable with respect thereto; and (iii) each share of Common Stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled and extinguished and no cash or other consideration shall be paid or payable with respect thereto; and (b) each share of Common Stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of Common Stock of the Surviving Corporation.