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(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

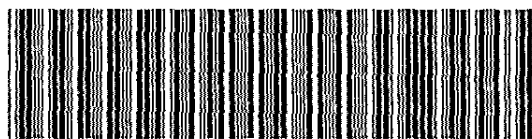
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Special Instructions to Filing Officer:

Office Use Only

Game OK to
Correct - Suru. corp.
on Articles of
merger.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger.
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2007

Daniel S. Beard
Four Jay Tee Flying Club, Inc.
P.O. Box 100053
Palm Bay, FL 32910

SUBJECT: FOUR JAY TEE FLYING CLUB, INC.
Ref. Number: N06000012210

We have received your document for FOUR JAY TEE FLYING CLUB, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Per our phone conversation, Articles of Merger between a profit and a not for profit corporation should be filed pursuant to section 607.1109, Florida Statutes and a form is enclosed. Please note that the not for profit corporation must survive. As discussed, the articles of incorporation of the surviving corporation can be amended in the plan of merger.

Please accept my apology for the confusion regarding this filing. Also, to enable you to have the effective date of January 1, 2007, please indicate if you want the merger document backdated to December 26, 2006 which was the date of original receipt in our office. ✓
do

Please return a copy of this letter along with your document to ensure proper handling.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 207A00007911

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Indian River Flying Club, Inc (a Florida not for profit Corporation)
(Name of Surviving Party)

Please return all correspondence concerning this matter to:

Dan Beard

(Contact Person)

(Firm/Company)

371 Crestview St., NE

(Address)

Palm Bay, FL 32907

(City, State and Zip Code)

For further information concerning this matter, please call:

Dan Beard

(Name of Contact Person)

at (321) 725-0065

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

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

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Articles of Merger
For
Florida Profit or Non-Profit Corporation

SECRETARY OF STATE
TALLAHASSEE, 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 or 617.0302, 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>
Four Jay Tee Flying Club, Inc.	Florida	Florida Not for Profit Corporation
Indian River Flying Club, Inc.	Florida	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>
Four Jay Tee Flying Club, Inc.	_____	Florida Not for Profit Corporation

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, 608, 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:

December 26, 2006

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:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

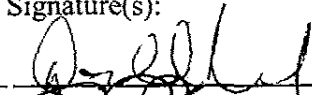

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S.:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Four Jay Tee Flying Club, Inc.		<u>Daniel S. Beard</u>
Indian River Flying Club, Inc		<u>Anders Pedersen</u>

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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>
Four Jay Tee Flying Club, Inc	Florida	Florida Not for Profit Corporation
Indian River Flying Club, Inc	Florida	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>
Four Jay Tee Flying Club, Inc.		Florida Not for Profit Corporation
_____	_____	_____

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

See Attached detailed Plan of Merger, §(2)(b)

(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:

See Attached detailed Plan of Merger, §(2)(c)

(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:

N/A

(Attach additional sheet if necessary)

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

N/A

(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:

N/A

(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:

See Attached detailed Plan of Merger, §(2)

(Attach additional sheet if necessary)

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

**See Attached detailed Plan of Merger, §(3), and
supplemental attachment, Articles of Incorporation
for the surviving entity.**

(Attach additional sheet if necessary)

Plan of Merger
Four Jay Tee Flying Club, Inc.
And
Indian River Flying Club, Inc.

(1) Background: Since its inception, Indian River Flying Club, Inc. (hereinafter called IRFC) has been a Florida corporation operated as a not for profit entity as set forth in the bylaws of the corporation. IRFC wishes to merge with the Four Jay Tee Flying Club, Inc. (hereinafter called 4JTFC), and continue as a not for profit corporation serving the common goals of the merging corporations. This plan of merger, prepared in accordance with §§607.1101, 617.0302, and 617.1101, F.S., sets forth the provisions and plan of the merger.

(2) Provisions of the plan of merger as required by F.S. §§607.1101 and 617.1101, F.S. are:

(a) The name of each corporation planning to merge is:

Four Jay Tee Flying Club, Inc.
(a Not for Profit Florida corporation)

and

Indian River Flying Club, Inc.
(a Florida corporation)

The name of the **surviving corporation** shall be:

Indian River Flying Club, Inc.
(a Not for Profit Florida corporation)

(b) The terms and conditions of the *proposed merger* are:

1. Property owned by each merging corporation shall become the property of the surviving corporation
2. Obligations of each merging corporation shall become the obligations of the surviving corporation
3. Leases held by each merging corporation shall pass to the surviving corporation
4. Members in good standing of each merging corporation shall become members in good standing of the surviving corporation
5. Officers and Directors of IRFC as of the effective date of the merger shall become the Officers and Directors of the surviving corporation.

(c) The manner and basis of converting the shares of each corporation into shares of the surviving corporation shall be:

1. For 4JTFC, inasmuch as 4JTFC does not issue shares, only members of 4JTFC who are also members of IRFC shall be vested with equity in the surviving corporation under their membership in IRFC.
2. For IRFC, each member holding shares of the corporation as determined by Article X of the bylaws shall be vested with equity in the surviving corporation as determined by the bylaws of the surviving corporation.

(3) Other provisions of this plan of merger as allowed by F.S. §607.1101, F.S. are:

(a) Inasmuch as the surviving corporation of a merger including a not for profit corporation must be a not for profit corporation, the Articles of Incorporation of the surviving corporation shall be the current Articles of Incorporation of 4JTFC as amended to:

1. Specify the name of the surviving corporation as Indian River Flying Club, Inc.
2. Name the Directors and/or Officers of the surviving corporation as those duly elected as Directors and/or Officers of IRFC as of the effective date of the merger.

For completeness, the amended Articles of Incorporation of the surviving corporation are included at Attachment 1.

(b) The effective date of the merger shall be the filing date of the Articles of Merger filed pursuant to §617.1105, F.S. or December 26, 2006, whichever is later.

(c) Other provisions relating to this merger:

- (1) The initial bylaws of the surviving corporation shall be the bylaws of 4JTFC.

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:
Indian River Flying Club, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
P.O. Box 100053
Palm Bay FL, 32910

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:
To provide for its members a means of obtaining educational and recreational flying time based on low overall costs, maximum flying time availability per member, and equipment quality, quantity, and diversity based on club capability.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:
Annually by vote of members.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):
Anders Pedersen, 1398 Meadowbrook Rd, Palm Bay FL 32905, President and Director
Kenneth Racik, 806 Draco Dr, Barefoot Bay FL 32976, Vice President and Director
Anne Cope, 2650 Lowell Cir, Melbourne, FL 32935, Secretary and Director
Daniel S Beard, 371 Crestview St NE, Palm Bay FL 32907, Treasurer and Director



ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:
Daniel S. Beard
371 Crestview St., NE
Palm Bay, FL 32907

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:
Daniel S. Beard
371 Crestview St., NE
Palm Bay, FL 32907

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

Signature/Incorporator

12/26/2005
Date

12/26/2006
Date