

N15333

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(City/State/Zip/Phone #)

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(Business Entity Name)

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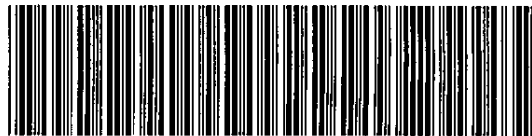
2009 OCT -6 AM 8:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CC 8.75

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10/01/09--01018--019 **105.00

Effective Date
10/1/09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 OCT -1 AM 10:21

OCT 09 2009

COVER LETTER

VIA FEDEX
8619 0825 6431

TO: Registration Section
Division of Corporations

SUBJECT: SUN 'n FUN FLY-IN, INC. (Document #N15333)
Name of Surviving Party

Please return all correspondence concerning this matter to:

JOHN F. WENDEL, ATTORNEY

Contact Person

SPONSLER BENNETT JACOBS & ADAMS, P.A.

Firm/Company

336 WEST HIGHLAND DRIVE, SUITE 4

Address

LAKELAND, FLORIDA 33813

City, State and Zip Code

jwendel@sponslerbennett.com

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

For further information concerning this matter, please call:

Jackie Deck

Name of Contact Person

at (863) 644-9911

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

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

Effective Date 10/1/09

09 OCT - 1 AM 10: 21

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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>
SnF MANAGEMENT SERVICES, INC. (Document #P00000047995)	Florida	Profit 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>
SUN 'n FUN FLY-IN, INC. (Document #NL5333)	Florida	Non-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:

October 1, 2009

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:

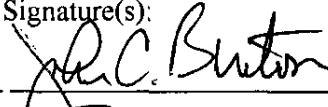
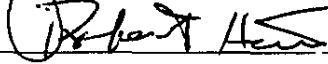
Not applicable

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:
<u>SUN 'n FUN FLY-IN, INC.</u>		<u>John C. Burton, President</u>
<u>SnF MANAGEMENT SERVICES, INC.</u>		<u>Robert Hunt, Vice President</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>
SnF MANAGEMENT SERVICES, INC. (Document #P00000047995)	Florida	Profit Corporation

09 OCT - 1 AM 10: 21

FILED
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DIVISION OF CORPORATIONS

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>
SUN 'n FUN FLY-IN, INC. (Document #N15333)	Florida	Non-Profit Corporation

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

As of October 1, 2009 (the "effective date of the merger"), SnF Management Services, Inc., shall be merged with and into Sun 'n Fun Fly-In, Inc. Upon the effective date of the merger, the separate existence and corporate organization of SnF Management Services, Inc., shall cease, and Sun 'n Fun Fly-In, Inc., shall be fully vested therewith. The corporate existence of Sun 'n Fun Fly-In, Inc., and all of its purposes, powers, and objects, shall continue in effect unimpaired by the merger.

(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:

All authorized, issued, and outstanding shares of SnF Management Services, Inc., are owned by Sun 'n Fun Fly-In, Inc., the surviving corporation. Upon the effective date of the merger, all authorized, issued, and outstanding shares of SnF Management Services, Inc., shall be canceled and thereafter shall have no further force, effect, or value.

(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:

Upon the effective date of the merger, there shall be no further right to acquire any interests, shares, obligations, or other securities of SnF Management Services, Inc. the merged party.

(Attach additional sheet if necessary)

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

Not Applicable.

(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:

Not Applicable.

(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:

Not Applicable.

(Attach additional sheet if necessary)

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

Sun 'n Fun Fly-In, Inc., the surviving corporation, is a corporation not for profit that has been determined to be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. It is the intention of the parties to this agreement that Sun 'n Fun Fly-In, Inc., as the corporation surviving the merger, is, shall be, and shall remain a corporation not for profit that is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and all provisions of this Agreement shall be construed in such manner as to give effect to such intention.

(Attach additional sheet if necessary)