

N19000008996

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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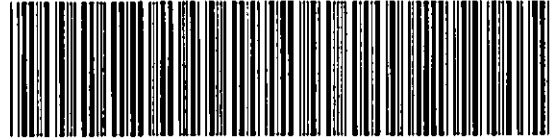
(Business Entity Name)

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13 JAN 30 2020 10:17 AM

FILED
2020 JAN 30 AM 8:11
STATE OF TEXAS
CLERK OF COURTS

Merger

JAN 30 2020
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EAA CHAPTER 791, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

CRAIG A. LAPORTE, ESQ

(Contact Person)

LAPORTE, MULLIGAN & WERNER-WATKINS, P.A.

(Firm/Company)

11914 OAK TRAIL WAY

(Address)

PORT RICHEY, FL 34668

(City/State and Zip Code)

For further information concerning this matter, please call:

CRAIG A. LAPORTE

(Name of Contact Person)

At (727) 863-1553

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

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

MAILING ADDRESS:

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2020

CRAIG A. LAPORTE, ESQ
LAPORTE MULLIGAN & WERNER-WATKINS, P.A.
11914 OAK TRAIL WAY
PORT RICHEY, FL 34668

SUBJECT: EAA CHAPTER 791, INC.
Ref. Number: N19000008996

We have received your document for EAA CHAPTER 791, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger must contain the appropriate approval: If the members have voting rights, as to each corporation:

(1) the date of the meeting of members at which the plan of merger was adopted - a statement that the number of votes cast for the merger was sufficient for approval, and the vote on the plan.

OR

(2) a statement that such plan was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

When there are no members entitled to vote, as to each corporation:

- (1) a statement that there are no members or members entitled to vote,
- (2) the date of adoption of the plan by the board of directors, and
- (3) the number of directors then in office and the vote for the plan.

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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 820A00001590

2020 JAN 30 AM 10:11

ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EAA CHAPTER 791, INC.	FLORIDA	N19000008996

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EXPERIMENTAL AIRCRAFT	FLORIDA	770378
ASSOCIATION, INC. CHAPTER 791		

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2020 JAN 30 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

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.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on DECEMBER 12, 2019.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
29 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on DECEMBER 12, 2019. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 28 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

EAA CHAPTER 791, INC.

Wayne Cole

WAYNE A. COLE, PRESIDENT

EXPERIMENTAL AIRCRAFT

ASSOCIATION, INC. CHAPTER 791

Wayne Cole

WAYNE A. COLE, PRESIDENT

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
EAA CHAPTER 791, INC	FLORIDA

The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
EXPERIMENTAL AIRCRAFT ASSOCIATION, INC.	FLORIDA
CHAPTER 791	

The terms and conditions of the merger are as follows:

AS OF THE DATE OF FILING THE SURVIVING CORPORATION WILL ACQUIRE ALL OF THE ASSETS OF THE MERGING CORPORATION AND SHALL TAKE OVER THE DEBTS OF THE MERGING CORPORATION. ALL MEMBERS OF THE MERGING CORPORATION SHALL BE MEMBERS OF THE SURVIVING CORPORATION. THERE SHALL BE NO COMPENSATION PAID TO EITHER CORPORATION AS A RESULT OF THE MERGER WITH THE EXCEPTION OF THE TRANSFER OF ASSETS STATED ABOVE

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

NONE

Other provisions relating to the merger are as follows:

NONE