

PO1000073921

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

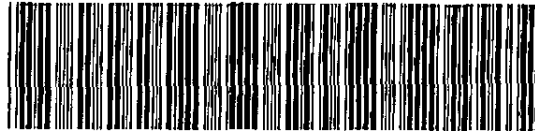
(Business Entity Name)

(Document Number)

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01/26/05--01002--009 **35.00

01/06/05--01005--007 **35.00

*Merger
T. Lewis*

FILED
JAN 24 2005
26 JAN 24 2005

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: RJB Aviation, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robert G. Wolf, Jr.
(Name of person)

RJB Aviation, Inc.
(Name of firm/company)

2326 Florida Avenue
(Address)

Oviedo, FL 32765
(City/state and zip code)

For further information concerning this matter, please call:

Robert Wolf at (407) 366-0093
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

January 24, 2005

Department of State
Division of Corporations
Attn: Thelma Lewis
409 E. Gaines Street
Tallahassee, FL 32399

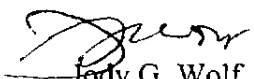
Re: Merger of Bri Air, Inc. into RJB Aviation, Inc.
Ref. #: P01000073921

In response to your letter dated January 12, 2005, enclosed is a check for \$35.00 in addition to the merger documents, including a statement of the manner and basis of converting the shares of each corporation. I believe this will allow you to conclude the merger.

If you should have any questions, please contact me at (407) 365-4489.

Sincerely,

RJB Aviation, Inc.


Jody G. Wolf
2326 Florida Avenue
Oviedo, FL 32765



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 12, 2005

ROBERT G. WOLF, JR.
RJB AVIATION, INC.
2326 FLORIDA AVENUE
OVIEDO, FL 32765

SUBJECT: RJB AVIATION, INC.
Ref. Number: P01000073921

We have received your document for RJB AVIATION, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include 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.

The fee to file Articles of Merger is \$35 per party to the merger. There is a balance of \$35 due.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 705A00002336

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>RJB Aviation, Inc.</u>	<u>Florida</u>	<u>PC10000073421</u>

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FILED

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Bri Air, Inc.</u>	<u>Florida</u>	<u>PC2000007455</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 in the future.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 1-1-2005 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 1-1-2005 and shareholder approval was not required.

(Attach additional sheets if necessary)

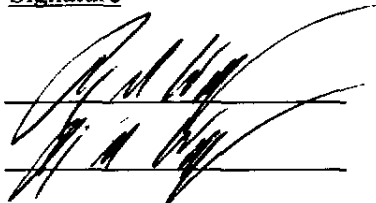
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

RJB Aviation, Inc.



Robert G. Wolf, President

Bri Air, Inc.

Robert G. Wolf, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

RJB Aviation, Inc.

Florida

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

Name

Jurisdiction

Bri Air Inc.

Florida

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

All assets and debts of Bri Air, Inc. are being transferred and merged into RJB Aviation, Inc.

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:

See attached

(Attach additional sheets if necessary)

Fourth: Each common share of Bri Air, Inc. is to be canceled and each shareholder of Bri Air, Inc. is to receive one common share of RJB Aviation, Inc. in exchange, thereby retaining their prorated shares with all the rights attached. This merger is to be effected under State laws, and will qualify as a valid reorganization under Section 368(a)(1)(A).

Since both corporations are valid S-corporations, the merger is deemed to not terminate the S corporation election. The number of shareholders after the merger will not increase the total number of shareholders permissible for retention of the S-election. The accumulated adjustment account of RJB Aviation, Inc. after the merger will be equal to the sum of both corporations and will be immediately available for distribution subject to the distribution rules and Section 1368. Under Section 1368(c)(1), any post-merger distributions to the shareholders of RJB Aviation, Inc. will be treated in accordance with the ordering rules under Section 1368(c).