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03 JUN 25 PM 2:39
STATE
TALLAHASSEE, FLORIDA

ADR
7/3/03



Rita M. Burdo
561.833.2410
rburdo@sonnenschein.com

June 23, 2003

Phillips Point, West Tower
777 South Flagler Drive
Suite 1102
West Palm Beach, FL 33401
561.833.2410
561.833.8387 fax
www.sonnenschein.com

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FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Merger of KA Aircraft Charter, Inc., a Florida corporation, with and into
BHA Aviation Inc., a Delaware corporation (surviving corporation)

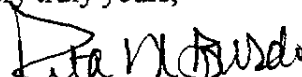
Dear Sir or Madam:

In connection with the merger of KA Aircraft Charter, Inc., a Florida corporation, with and into BHA Aviation Inc., a Delaware corporation (the surviving corporation), enclosed please find the following:

1. Articles of Merger, including Plan and Agreement of Merger, attached thereto as Exhibit A (*original and one copy*);
2. A check in the amount of \$70 for the appropriate filings fees; and
3. A return Federal Express envelope in which to return a date-stamped copy of the filed document.

Thank you for your assistance in this matter. If you have any questions or comments, please contact me.

Very truly yours,


Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Martin Atkins (w/enc.)
Don Dorra, CPA (w/enc.)

Atkins-FL SOS.ltr wpd

ARTICLES OF MERGER
OF
KA AIRCRAFT CHARTER, INC.
(a Florida corporation)

INTO

BHA AVIATION INC.
(a Delaware corporation)

FILED
03 JUN 25 PM 2:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations, BHA AVIATION INC., being validly and legally formed under the laws of the State of Delaware, and KA AIRCRAFT CHARTER, INC., being validly and legally formed under the laws of the State of Florida, adopt the following Articles of Merger for the purpose of merging KA AIRCRAFT CHARTER, INC. into BHA AVIATION INC.

ARTICLE I

The Plan and Agreement of Merger setting forth the terms and conditions of the merger of KA AIRCRAFT CHARTER, INC. with and into BHA AVIATION INC., as the surviving corporation, is attached to these Articles as *Exhibit A* and incorporated herein by reference.

ARTICLE II

The effective date of the merger shall be upon the filing of these Articles of Merger with the Florida Department of State.

ARTICLE III

KA AIRCRAFT CHARTER, INC. adopted the Plan and Agreement of Merger on June 16, 2003 by the unanimous vote of its shareholders.

ARTICLE IV

BHA AVIATION INC. adopted the Plan and Agreement of Merger on June 16 2003 by the unanimous vote of its shareholders.

KA AIRCRAFT CHARTER, INC.
a Florida corporation

By: Martin Atkins
Martin Atkins, President

BHA AVIATION INC.,
a Delaware corporation

Martin Atkins
Martin Atkins, President

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to administer oaths and to take acknowledgements in and for the State and County set forth above, personally appeared MARTIN ATKINS, as President of each of KA AIRCRAFT CHARTER, INC. and BHA AVIATION INC., personally known to me or who has produced _____ as identification, the person described in, and, who having taken an oath, executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state aforesaid this 16 day of June, 2003.

[SEAL]



Joan M. Kavooras
Commission # DD125256
Expires July 19, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Joan M. Kavooras
Notary Public
State of Florida, at Large

JOAN M KAVOORAS
Printed or Typed Name of Notary

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

PLAN AND AGREEMENT OF MERGER

OF

KA AIRCRAFT CHARTER, INC.
(a Florida corporation)

AND

BHA AVIATION INC.
(a Delaware corporation)

I. a) The names of each constituent corporation to the merger are KA AIRCRAFT CHARTER, INC. and BHA AVIATION INC.

b) The name of the surviving corporation is BHA AVIATION INC., and following the merger, its name shall be BHA AVIATION INC.

II. a) KA AIRCRAFT CHARTER, INC. has 100 outstanding shares, \$1.00 par value per share, all of which are voting.

b) BHA AVIATION INC. has 1,000 outstanding shares, no par value per share, all of which are voting.

c) The number of shares aforementioned is not subject to change prior to the effective date of the merger.

III. The terms and conditions of the merger are as follows:

a) Until altered, amended or repealed, as therein provided, the Bylaws of BHA AVIATION INC., a constituent corporation, as in effect at the time the merger shall become effective, shall be the Bylaws of the surviving corporation.

b) The first annual meeting of the shareholders of the surviving corporation held after the effective date of the merger shall be the next annual meeting provided by the Bylaws of BHA AVIATION INC., a constituent corporation.

c) All persons who, at the date when the merger shall become effective, shall be the executive or administrative officers of BHA AVIATION INC., a constituent corporation, shall be and remain in the respective offices of the surviving corporation until the board of directors of the surviving corporation shall elect their respective successors.

d) The surviving corporation shall pay all expenses of carrying this Plan and Agreement of Merger into effect and of accomplishing the merger.

e) Upon the merger becoming effective, the separate existence of KA AIRCRAFT CHARTER, INC. shall cease and said corporation shall be merged into the surviving corporation, and the surviving corporation shall possess all the rights, privileges, powers, and franchises and all property, real, personal and mixed, and all debts due to each said corporation on whatever account, or belonging to each said corporation, shall be vested in the surviving corporation; and all property, rights and privileges, powers and franchises, and all and every other interest shall be thereafter effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate, whether by deed or otherwise, vested in any of said corporations, parties hereto, shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of any of said corporations, parties hereto, shall be preserved unimpaired, and all debts, liabilities, and duties of KA AIRCRAFT CHARTER, INC. shall thenceforth attach to the said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

f) If at any time the surviving corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the surviving corporation, according to the terms thereof, the title to any property or rights of KA AIRCRAFT CHARTER, INC., the proper officers and directors of KA AIRCRAFT CHARTER, INC. at the effective date of the merger shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the surviving corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

g) The manner and basis of converting shares of the constituent corporations into shares of the surviving corporation shall be as follows:


i) Each share of the common stock of KA AIRCRAFT CHARTER, INC. outstanding on the effective date of the merger and all rights with respect thereto shall, forthwith upon such effective date, be converted into and become exchanged for one (1) share of the common stock of the surviving corporation, and each holder of the common stock of KA AIRCRAFT CHARTER, INC. shall thereafter be entitled, upon surrendering to the surviving corporation the certificate(s) representing such shares, to receive in exchange therefor a certificate representing the shares of fully paid and nonassessable common shares of the surviving corporation to which such holder shall be entitled upon the aforesaid basis of conversion and exchange.

ii) Each share of the common stock of BHA AVIATION INC. outstanding on the effective date of the merger shall remain issued and outstanding following the effective date of the merger.

h) The constituent corporations intend that the merger constitute a tax-free reorganization within the meaning of sections 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

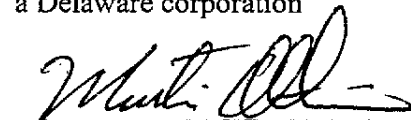
DATED: June 16, 2003.

KA AIRCRAFT CHARTER, INC.,
a Florida corporation



Martin Atkins, President

BHA AVIATION INC.,
a Delaware corporation



Martin Atkins, President

Atkins.KA Aircraft-BHA Aircraft Plan & Agr of Merger.wpd