

P04000078373

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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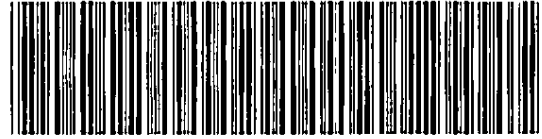
(Business Entity Name)

(Document Number)

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2022 DEC 22 PM 4:24  
TALLAHASSEE, FL

ag 3/1/2023

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Sky Lease I, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Alicia Medina

Contact Person

Jarvis & Associates, P.A.

Firm/Company

1550 Madruga Avenue, Suite 220

Address

Coral Gables, Florida 33146

City/State and Zip Code

am@jarvislaw.com

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

For further information concerning this matter, please call:

Alicia Medina

Name of Contact Person

At ( 305 ) 448-4848

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (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  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Sky Lease I, Inc. 4450 NW 36 <sup>th</sup> Street Miami, Florida 33166	Florida	Domestic Corporation	P04000078373

FEI Number: 20-1137248

**SECOND:** The name and jurisdiction of the merging corporation is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Skylease Airmail, Inc. 4450 NW 36 <sup>th</sup> Street Miami, Florida 33166	Florida	Domestic Corporation	P18000020562

FEI Number: 82-4670351

**THIRD:** The merger was approved by the domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other party to the merger.

**FOURTH:** The surviving entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.

**FIFTH:** The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on December 7, 2022.

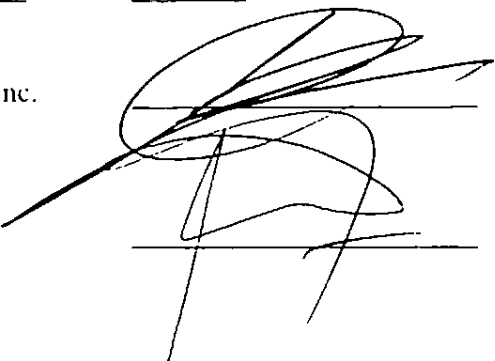
**SIXTH:** The Plan of Merger was adopted by the Sole Shareholder of the merging corporation on December 7, 2022.

**SEVENTH:** The Plan of Merger is attached.

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

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STATE OF FLORIDA  
TALLAHASSEE, FL

**NINTH:** Signatures of each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Name of Individual and Status</u>
Skylease Airmail, Inc.		Jonathan Rey, as President of Skylease Airmail, Inc.
Sky Lease I, Inc.		Alfonso C. Rey, as Director of Sky Lease I, Inc.,

1. Corporation's net income (loss) for the year ended 12/31/2022: net income of merger + plus of merger + retained loss

## PLAN OF MERGER

The following Plan of Merger was adopted and approved by each party to the merger in accordance with section 607.1105, Florida Statutes.

**FIRST:** The exact name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Sky Lease I, Inc.	Florida	Domestic Corporation

**SECOND:** The exact name and jurisdiction of the merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Skylease Airmail, Inc.	Florida	Domestic Corporation

**THIRD:** The terms and conditions of the merger are as follows: Upon approval of the Plan of Merger and execution of the Articles of Merger by the parties, Sky lease Airmail, Inc. will merge into Sky Lease I.

**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:

Sky Lease I, Inc. shall pay One Hundred and 00/100 US Dollars (US \$100.00) in cash to Rey ABR Holding, LLC in return for cancellation of one hundred percent (100%) of all issued and outstanding shares of Skylease Airmail, Inc. common stock and for all assets and liabilities of Skylease Airmail, Inc. by operation of law.

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

**RESOLUTION OF THE SOLE SHAREHOLDER**  
**OF**  
**SKYLEASE AIRMAIL, INC.**

WHEREAS, Skylease Airmail, Inc., a Florida corporation, ("Sky Airmail.") has reviewed the attached Articles of Merger and Plan of Merger by which Sky Airmail will be merged into Sky Lease I, Inc., a Florida corporation ("Sky Lease").


WHEREAS, Sky Lease has agreed that it will assume all the financial obligations of Sky Airmail.

NOW THEREFORE, BE IT RESOLVED that Sky Airmail approves the Articles of Merger and Plan of Merger attached hereto.

BE IT FURTHER RESOLVED that Jonathan Rey, as President of Sky Airmail, be and is pursuant hereto authorized on behalf of Sky Airmail to execute the Articles of Merger and any other documents necessary for the completion of the transactions relating thereto.

The undersigned, Rey ABR Holding, LLC, as the Sole Shareholder of all the issued and outstanding common stock of Sky Airmail hereby certifies that the foregoing is a true copy of the Resolution of the Sole Shareholder of Sky Airmail, and that such Resolution has not been amended or altered and is currently in full force and effect.

Dated at Miami, Florida this 7<sup>th</sup> day of December 2022.

Skylease Airmail, Inc. -- 

By:

Alfonso C. Rey, as Manager of Rey ABR Holding, LLC, Sole Shareholder of Sky Lease I, Inc.

**RESOLUTION OF THE SOLE SHAREHOLDER**  
**OF**  
**SKY LEASE I, INC.**

WHEREAS, Sky Lease I, Inc., a Florida corporation, ("Sky Lease") has reviewed the attached Articles of Merger and Plan of Merger by which Skylease Airmail, Inc., a Florida corporation, ("Sky Airmail") will be merged into Sky Lease.

WHEREAS, Sky Lease has agreed that it will assume all the financial obligations of Sky Airmail.

NOW THEREFORE, BE IT RESOLVED that Sky Lease approves the Articles of Merger and Plan of Merger attached hereto.

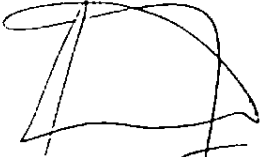
BE IT FURTHER RESOLVED that Sky Lease agrees to assume and authorizes Sky Lease to enter into all assumptions, agreements, documents, instruments and understandings necessary to complete the transaction and assume all the financial obligations of Sky Airmail.

The undersigned, Rey ABR Holding, LLC, as the Sole Shareholder of all the issued and outstanding common stock of Sky Lease hereby certifies that the foregoing is a true copy of the Resolution of the Sole Shareholder of Sky Lease, and that such Resolution has not been amended or altered and is currently in full force and effect.

Dated at Miami, Florida this 7<sup>th</sup> day of December 2022.

Sky Lease I, Inc.

By:

  
\_\_\_\_\_  
Alfonso C. Rey, as Manager of Rey ABR Holding, LLC, Sole Shareholder of Sky Lease I, Inc.



US Department  
of Transportation  
Federal Aviation  
Administration

# Air Carrier Certificate

This certifies that

Sky Lease 1, Inc.  
4200 NW 36th Street, Bldg. 5A  
Miami, Florida 33166

has met the requirements of the Federal Aviation Act of 1958, as amended, and the rules, regulations, and standards prescribed thereunder for the issuance of this certificate and is hereby authorized to operate as an air carrier and conduct common carriage operations in accordance with said Act and the rules, regulations, and standards prescribed thereunder and the terms, conditions, and limitations contained in the approved operations specifications.

This certificate is not transferable and, unless sooner surrendered, suspended, or revoked, shall continue in effect indefinitely.

By Direction of the Administrator

George W. Wadsworth IV

(Signature)

Division Manager, Air  
Carrier Safety Assurance

(Title)

Air Carrier A, AFC-100

(Region/Office)

Certificate number: WRNA256M

Effective Date: September 23, 2008

Issued at: GL61, Greensboro, NC