

P09000011180

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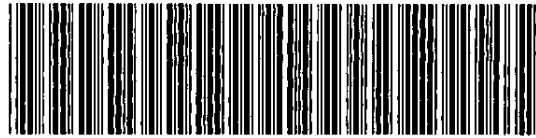
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR -3 AM 8:49

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Merger

03-10-09

Dc

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Exosphere Aircraft Company, 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:

Callie Jones
(Contact Person)

Vincent & Rees
(Firm/Company)

175 E 400 S. #610
(Address)

Salt Lake City, UT 84111
(City/State and Zip Code)

For further information concerning this matter, please call:

Callie At (801) 303-5721
(Name of Contact Person) (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

RECEIVED
2009 FEB 17 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 20, 2009

CALLIE JONES
VINCENT & REES
175 EAST 400 SOUTH #610
SALT LAKE CITY, VT 84111

SUBJECT: EXOSPHERE AIRCRAFT COMPANY, INC.
Ref. Number: P09000011180

We have received your document for EXOSPHERE AIRCRAFT COMPANY, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check or money order** made payable to the Department of State for \$70.00.

The current name of the entity is as referenced above. Please correct your document accordingly.

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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.

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) 245-6906.

Darlene Connell
Regulatory Specialist II

Letter Number: 009A00006025
2009 MAR 3 AM 8:08

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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, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---|---------------------|--|
| <u>EXOSPHERE AIRCRAFT COMPANY, INC.</u> | <u>FL</u> | _____ |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---|---------------------|--|
| <u>EXOSPHERE AIRCRAFT COMPANY, INC.</u> | <u>WY</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 after merger file date.)

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 Feb. 10, 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 Feb. 10, 2009.

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

(Attach additional sheets if necessary)

FILED
09 MAR - 3 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

(Non Subsidiaries)

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

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

Name

Jurisdiction

EXOSPHERE AIRCRAFT COMPANY, INC.

FL

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

Name

Jurisdiction

EXOSPHERE AIRCRAFT COMPANY, INC.

WY

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

The articles of the surviving corporation, previously filed, shall survive and govern.

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:

All shares of stock owned by Exosphere Aircraft Company, Inc., a Wyoming corporation (merging) at the time of the merger shall become the shares of Exosphere Aircraft Company, Inc., a Florida corporation (surviving).

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

no changes

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

none

Name of Corporation

Typed or Printed Name of Individual & Title

(FL)

CEO, David M. Rees

(WY)

CEU, David M. Rees