

P110000014783

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

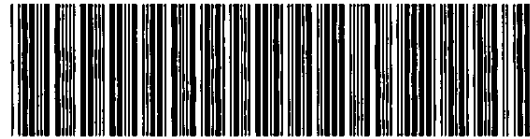
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

NOTE:

See P12000010525 for Articles of Correction filed 06/04/2014.
This merger has the wrong survivor listed and the articles of
correction list the proper survivor.

Office Use Only



600259801236

merged

05/05/14--01030--008 **70.00

FILED
2014 MAY -5 AM 11:45
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

DR

5/16/14

Wills, Trusts &
Estate Planning
Estate Administration
Corporation &
Business Law

Law Offices
ANDREW J. BRITTON, P.A.
401 Johnson Lane, Suite 102
Venice, Florida 34285
BrittonLaw@gmail.com

Telephone
(941) 408-8008

Telecopier
(941) 408-0722

April 28, 2014

Corporate Records
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314
Attention: Amendment Section

Re: Advanced Restoration Services, Inc.

Dear Sir or Madam:

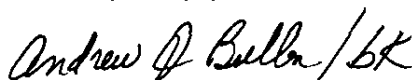
Enclosed please find the following documents relating to the above-referenced corporation:

- 1) Cover Letter;
- 2) Original and one copy of the Articles of Merger;
- 3) Original Agreement and Plan of Merger;
- 4) Consent of Shareholders of Advanced Restoration Services Inc , a Florida Corporation to Agreement of Merger; and
- 5) Consent of Shareholders of American Air Inc. , a Florida Corporation to Agreement of Merger.

Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Please return the copy of the Articles of Merger to me at the above address.
Thank you.

Very truly yours,


Andrew J. Britton

AJB/bk
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Advanced Restoration Services 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:

Andrew J. Britton, Esq.

Contact Person

Andrew J. Britton, P.A.

Firm/Company

401 Johnson Ln. Ste. 102

Address

Venice, FL 34285

City/State and Zip Code

ecrservicesinc@yahoo.com

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

For further information concerning this matter, please call:

Andrew J. Britton

Name of Contact Person

At (941) 408-8008

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

ARTICLES OF MERGER

(Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, 45
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)
Advanced Restoration Services Inc.	FL	P11000014783

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
American Air Inc.	FL	P12000010525

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 5 / 1 / 2014 (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 April 25, 2014.

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 April 25, 2014.

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)

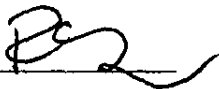
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

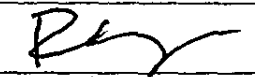
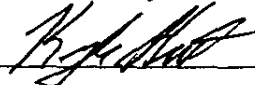
Typed or Printed Name of Individual & Title

Advanced Restoration Services Inc.



Randall C. Whittington, Director

American Air Inc.

Randall C. Whittington, Director

Kyle Hunt, Director

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>Advanced Restoration Services Inc.</u>	<u>FL</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>American Air Inc.</u>	<u>FL</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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

Please see attached Agreement and Plan of Merger

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:

Each issued and outstanding share of stock of American Air Inc. shall be exchanged
(Attach additional sheets if necessary)
for a share of stock of Advanced Restoration Services Inc.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

None

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

Between

Advanced Restoration Services Inc.

(A Florida Corporation)

And

American Air Inc.

(A Florida Corporation)

This Agreement and Plan of Merger dated April 25, 2014 is between Advanced Restoration Services Inc., a Florida corporation and American Air Inc., a Florida corporation.

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, and the Florida Business Corporation Act, at the Effective Time, American Air Inc., shall be merged with and into Advanced Restoration Services Inc., (the "Merger"), the separate corporate existence of American Air Inc. shall cease, and Advanced Restoration Services Inc. shall continue under its present name (the "Surviving Corporation") American Air Inc. and Advanced Restoration Services Inc. are collectively referred to as the "Constituent Corporations.").

2. The Merger shall become effective on May 1, 2014, on condition that both a Certificate of Merger and the Articles of Merger will have been filed by the Secretary of State of Florida by that date (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to or any interest in any real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.


4. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

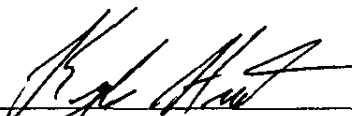
Each issued and outstanding share of the capital stock of American Air Inc., shall be exchanged pro rata for a share of capital stock of Advanced Restoration Services, Inc., and the new shares Advanced Restoration Services Inc. shall be issued to the holders of the shares of stock of American Air Inc., upon surrender of their shares of stock of American Air Inc., which then shall be canceled without payment of any other consideration.

5. The Articles of Incorporation of Advanced Restoration Services Inc. in effect immediately prior to the Effective Time shall remain in effect and be the Articles of Incorporation of the Surviving Corporation.

6. Shareholders of the Surviving Corporation who dissent from the merger may be entitled to be paid the fair value of their shares, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders.

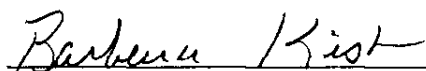
Advanced Restoration Services Inc., a Florida corporation

By: 
Randall C. Whittington, President

By: 
Kyle Hunt, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24 day of April, 2014, by Randall Whittington, President, of Advanced Restoration Services Inc. who is personally known to me or who has produced 70. driver license as identification.


Notary Public

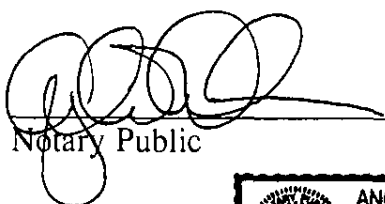
My Commission Expires:

Name Printed



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25th day of April, 2014, by Kyle Hunt, Secretary, of Advanced Restoration Services Inc., who is personally known to me or who has produced driver license as identification.




Notary Public

Name Printed

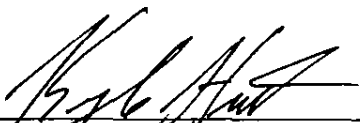


My Commission Expires:

American Air Inc., a Florida corporation

By: 

Randall C. Whittington, President

By: 

Kyle Hunt, Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 24 day of April, 2014, by Randall C. Whittington, President, of American Air Inc., who is personally known to me or who has produced FL driver license as identification.



Notary Public

Name Printed



STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25th day of April, 2014, by Kyle Hunt, Secretary of American Air Inc., who is personally known to me or who has produced Driver License as identification.


Notary Public



Name Printed

z:\cl\whittington\plan.merger3

**CONSENT OF SHAREHOLDERS OF ADVANCED RESTORATION
SERVICES INC., A FLORIDA CORPORATION
TO AGREEMENT OF MERGER**

WHEREAS, there has been presented to the directors and shareholders a proposed Agreement and Plan of Merger, a copy of which is attached hereto, providing for the merger of American Air Inc., a Florida corporation, into Advanced Restoration Services Inc., a Florida corporation; and

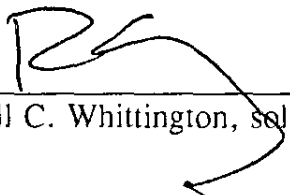
WHEREAS, it is deemed in the best interests of the shareholders of this corporation that the terms and conditions of such Agreement be approved and performed;

RESOLVED, that each shareholder waive the requirement that a copy or summary of the Agreement and Plan of Merger be mailed to each shareholder;

RESOLVED, that the Agreement and Plan of Merger of this corporation and American Air Inc., submitted to this meeting is adopted by the directors and approved by the shareholders in the form submitted;

RESOLVED FURTHER, that the Board of Directors and officers of this corporation are authorized on behalf of this corporation to take such actions and to execute and file such documents as may be necessary or convenient to carry out and perform such Agreement of Merger.

The undersigned, being all the shareholders of the corporation hereby approve the above resolutions.



Randall C. Whittington, sole shareholder

Effective Date: May 1, 2014

**CONSENT OF SHAREHOLDERS OF AMERICAN AIR INC.,
A FLORIDA CORPORATION TO AGREEMENT OF MERGER**

WHEREAS, there has been presented to the directors and shareholders a proposed Agreement and Plan of Merger, a copy of which is attached hereto, providing for the merger of American Air Inc., a Florida corporation, into Advanced Restoration Services Inc., a Florida corporation; and


WHEREAS, it is deemed in the best interests of the shareholders of this corporation that the terms and conditions of such Agreement be approved and performed;

RESOLVED, that each shareholder waive the requirement that a copy or summary of the Agreement and Plan of Merger be mailed to each shareholder;

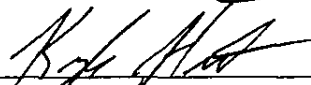
RESOLVED, that the Agreement and Plan of Merger of this corporation and Advanced Restoration Services, Inc., submitted to this meeting is adopted by the directors and approved by the shareholders in the form submitted;

RESOLVED FURTHER, that the Board of Directors and officers of this corporation are authorized on behalf of this corporation to take such actions and to execute and file such documents as may be necessary or convenient to carry out and perform such Agreement of Merger.

The undersigned, being all the shareholders of the corporation hereby approve the above resolutions.



Randall C. Whittington, shareholder



Kyle Hunt, shareholder

Effective Date: May 1, 2014