P12000010525

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

AUG 15 2012
C. MUSTAIN

Merger

1956-2011 55th ANNIVERSARY

LAW OFFICES
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VENICE, FLORIDA 34284
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JAMES T. COLLINS, LAND PLANNER
(NOT A MEMBER OF THE FLORIDA BAR)

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August 7, 2012

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: American Air, Inc.

Dear Sir:

Enclosed please find a form for filing Articles of Merger for the above-referenced profit corporation along with a $35.00 check for the filing fee and a Plan of Merger form.

Thank you for your help with this matter and should you have any questions, please do not hesitate to let me know.

Kind regards.

Very truly yours,

Stephen K. Boone

SKB/laf

Enclosures

W127-14452\ltr080712

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: American Air, 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:

Stephen K. Boone, Esquire
Contact Person

Boone, Boone, Boone, Koda & Frook, P.A.
Firm/Company

P.O. Box 1596
Address

Venice, Florida 34284
City/State and Zip Code

sboone@boone-law.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephen K. Boone At (941) 488-6716
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

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:

Name	Jurisdiction	Document Number (If known/ applicable)
American Air, Inc.	Florida	P12000010525

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

Name	Jurisdiction	Document Number (If known/ applicable)
Hunt's Cooling & Heating, Inc.	Florida	P08000064233

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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 July 1, 2012.

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 July 1, 2012.

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
American Air, Inc.		Randall C. Whittington, President
Hunt's Cooling & Heating, Inc.		Kyle Hunt, President

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
American Air, Inc.	Florida

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

Name	Jurisdiction
Hunt's Cooling & Heating, Inc.	Florida

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

Please see attached.

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:
The shares of merging corporation shall be converted into shares of the surviving corporation on a 1 per 10 basis.

(Attach additional sheets if necessary)

Third: The merger shall be effective upon filing Plan of Merger with the Florida Department of State and American Air, Inc. shall be the surviving corporation.
On the effective date of the merger, the separate existence of Hunt's Cooling & Heating, Inc. shall cease and American Air, Inc. shall succeed to all of the rights, privileges, immunities and franchises, and all the property, real, personal and mixed, of Hunt's Cooling & Heating, Inc., without the necessity of any separate transfer. American Air, Inc. shall then be responsible and liable for all liabilities and obligations of Hunt's Cooling & Heating, Inc., and neither the rights of creditors nor any liens on the property of Hunt's Cooling & Heating, Inc. shall be impaired by the merger. The Articles of Incorporation of American Air, Inc. shall continue to be its Articles of Incorporation following the effective date of the merger. The Bylaws of American Air, Inc. shall continue to be its Bylaws following the effective date of the merger. The Board of Directors & Officers of American Air, Inc. on the effective date of the merger shall continue as Board of Directors & Managers of the surviving company until their successors have been elected or appointed and qualified. This Plan of Merger has been adopted by the Stockholders of American Air, Inc., Hunt's Cooling & Heating, Inc. in the manner provided by law at meetings properly noticed and held in which all Stockholders were present and voting throughout. This Plan of Merger was unanimously approved by all members of American Air, Inc. and Hunt's Cooling & Heating, Inc.