P12000010525

•
(Requestor's Name)
(Address)
(Addiess)
(Address)
(City/State/Zip/Phone #)
(Otty/Otale/2lp/ Holle #)
PICK-UP WAIT MAIL
·
(Business Entity Name)
(Danis and Muselian)
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:
·

Office Use Only



300238290103

08/09/12--01004--014 **35.00



(AUG 1 5 2012 C. MUSTAIN



LAW OFFICES

BOONE, BOONE, BOONE, KODA & FROOK, P.A.

P. O. BOX 1596

VENICE, FLORIDA 34284

E.G. (DAN) BOONE
JEFFERY A. BOONE
STEPHEN K. BOONE
JOHN S. KODA
MARGARET (PEGGY) S. FROOK

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

CAROLINE M. BOONE

ESTABLISHED 1956

STREET ADDRESS:

TELEPHONE (941) 488-6716

FAX (941) 488-7079 e-mail: adm@boone-law.com

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				
SUBJI	ECT: American	Air. I	nc.		
3083	Name of Surviving Con	poration			
The er	nclosed Articles of Merger and fee are submit	ted for	filing.		
Please	e return all correspondence concerning this ma	itter to	follow	ing:	
	Stephen K. Boone, Esquire		_		
	Contact Person				
	Boone, Boone, Boone, Koda & Frook, P.A	۹.			
	Firm/Company				
	P.O. Box 1596				
	Address		_		
	Venice, Florida 34284 City/State and Zip Code		_		
	4.				
E	sboone@boone-law.com -mail address: (to be used for future annual report notified)	fication)	_		
	rther information concerning this matter, plea				
	inite incommunity for the initial state of the init				
	Stephen K. Boone	_ At (_	941)	488-6716
	Name of Contact Person			Area Co	de & Daytime Telephone Number
	Certified copy (optional) \$8.75 (Please send an a	ddition	al copy	of your	document if a certified copy is requested)
	STREET ADDRESS:				ADDRESS:
Amendment Section					t Section
	Division of Corporations Clifton Building			ision of Box 6:	Corporations
	2661 Executive Center Circle				, Florida 32314
	Tallahassee, Florida 32301		. 4110	,	,

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 <u>surviving</u> corporation:

Name	Jurisdiction	Document Number (If known/ applicable)				
American Air, Inc.	Florida	P12000010525				
Second: The name and jurisdiction of each <u>merging</u> corporation:						
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)				
Hunt's Cooling & Heating, Inc.	Florida	P08000064233				
		-9 MM 6-1				
		2 2				
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 <u>surviving</u> 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 <u>merging</u> 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.						

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
American Air, Inc. Hunt's Cooling & Heating,	Inc. Bylfind	Randall C. Whittington, President 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 <u>surviving</u> corporation:					
Name :	Jurisdiction				
American Air, Inc.	Florida				
Second: The name and jurisdiction of each mer	ging corporation:				
Name	Jurisdiction				
Hunt's Cooling & Heating, Inc.	Florida				
·.					
Third: The terms and conditions of the merger a	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.