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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

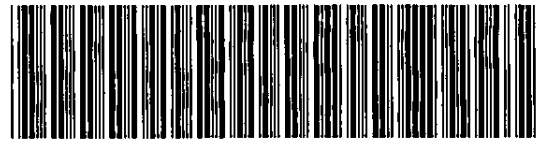
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9-21-16

16 SEP 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Stewart Ratcliff Aviation 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:

Mark Whitson

Contact Person

Satcom Direct, Inc.

Firm/Company

1050 Satcom Lane

Address

Melbourne, FL 32940

City/State and Zip Code

mwhitson@satcomdirect.com

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

For further information concerning this matter, please call:

Mark Whitson

Name of Contact Person

At (321) 777-3000

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

APPROVED
AND
FILED

ARTICLES OF MERGER

(Profit Corporations)

16 SEP 16 PM 1:55

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

TALLAHASSEE FL 32301

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Stewart Ratcliff Aviation Services Inc	Ohio	1546250

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Satcom Sub, Inc.	Florida	P16000053175

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 9/8/2016.

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 9/13/2016.

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)

DOI: 10.1002/for

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Stewart Ratcliff Aviation Servic

Angler Fein

G. Douglas Stewart - President

Satcoin Sub, Inc.

Mr. C. H. [Signature]

Mark Whitson - Secretary

PLAN OF MERGER

BY AND BETWEEN

SATCOM SUB, INC.,

AND

STEWART RATCLIFF AVIATION SERVICES INC

14 SEPTEMBER, 2016

PLAN OF MERGER

THIS PLAN OF MERGER (this “Plan”) is made as of 14 September, 2016, by SATCOM SUB, INC., a Florida corporation (“Sub”), and STEWART RATCLIFF AVIATION SERVICES INC, an Ohio corporation d/b/a *AircraftLogs* (“AircraftLogs”). Certain capitalized terms used in this Plan are defined elsewhere in this Plan.

RECITALS

A. Satcom Direct, Inc., a Minnesota corporation (“SD”), owns one hundred percent (100%) of the issued and outstanding shares of common stock of Sub (the sole class of capital stock of Sub).

B. AircraftLogs has total outstanding capitalization consisting of two hundred forty-four thousand two hundred twenty-five (244,225) shares of voting common stock held by the shareholders listed on Exhibit A (the “Shareholders”) in the amounts shown thereon (the sole class of capital stock of AircraftLogs).

C. The board of directors of Sub has determined that the transactions described herein are advisable and in the best interests of Sub and SD and SD has approved and adopted this Plan in accordance with Section 607.1103 of the FBCA.

D. The board of directors of AircraftLogs has determined that the transactions described herein are advisable and in the best interests of AircraftLogs and the Shareholders and the Shareholders have approved and adopted this Plan in accordance with OGCL Section 1701.78.

E. This Plan provides for the acquisition of Sub by AircraftLogs pursuant to the merger of Sub with and into AircraftLogs with AircraftLogs as the Surviving Entity (as hereinafter defined). At the effective time of such merger, the common stock of AircraftLogs shall be converted into the right to receive the consideration provided herein.

ARTICLE I DEFINITIONS

1.01 Certain Definitions. Each of the following terms shall have the meaning given such terms as set forth in the Section of this Plan set forth below opposite such term:

<u>Defined Term</u>	<u>Section</u>
Articles of Merger	2.03
Closing	2.02
Closing Date	2.02
Effective Time	2.03
Sub	Preamble
Plan	Preamble
AircraftLogs	Preamble
Surviving Entity	2.01

1.02 Additional Definitions. The following terms, when used in this Plan, shall have the meanings set forth below:

“**Capital Securities**” means the outstanding shares of common stock of a Constituent Entity, as applicable.

“**Constituent Entity**” means each of AircraftLogs and Sub.

“**FBCA**” means the Florida Business Corporation Act, Title XXXVI, Chapter 607 of Florida Statutes.

“**OGCL**” means the Ohio General Corporation Law, Title 17, Chapter 1701 of the Ohio Revised Code.

“**Person**” means an individual, firm, corporation (including any non-profit corporation), partnership, limited liability company, joint venture, association, trust, governmental authority or other entity or organization.

1.03 Rules of Construction. This Plan shall be construed in accordance with the following rules of construction:

- (a) the terms defined in this Plan include the plural as well as the singular;
- (b) all references in the Plan to designated “Articles,” “Sections” and other subdivisions are to the designated Articles, Sections and other subdivisions of the body of this Plan;
- (c) pronouns of either gender or neuter shall include, as appropriate, the other pronoun forms;
- (d) the words “herein,” “hereof” and “hereunder” and other words of similar import refer to this Plan as a whole and not to any particular Article, Section or other subdivision; and
- (e) the words “includes” and “including” are not limiting.

ARTICLE II

TRANSACTIONS AND TERMS OF MERGER

2.01 Merger. At the Effective Time, Sub shall be merged with and into AircraftLogs in accordance with the provisions of Section 607.1108 of the FBCA and Section 1701.78 of the OGCL and with the effects provided in Section 607.11101 of the FBCA and Section 1701.82 of the OGCL (the “**Merger**”). AircraftLogs shall be the surviving entity (the “**Surviving Entity**”) resulting from the Merger and shall continue to be governed by the laws of the State of Ohio. As a result of the Merger, the separate existence of Sub will cease.

2.02 Closing. The closing of the transaction (the “**Closing**”) shall take place at 1050 Satcom Lane, Melbourne, FL 32940 as soon as practicable unless another date or place is agreed to in writing by the parties hereto. The date on which the Closing actually occurs is hereinafter referred to as the “**Closing Date**.”

2.03 Effective Time. On the Closing Date, the Surviving Entity will cause the articles of merger to which this Plan is attached (the “**Articles of Merger**”) to be filed with the Department of State of the State of Florida in accordance with the provisions of Section 607.1109 of the FBCA. On the

Closing Date, the Surviving Entity will cause a certificate to be filed with the Secretary of State of the State of Ohio as provided in Section 1701.81 of the OGCL (the "**Certificate of Merger**"). The Merger shall become effective at 12:01 A.M. EST on 14 September, 2016 in accordance with Section 607.1109 of the FBCA and Section 1701.81 of the OGCL (the "**Effective Time**").

2.04 Surviving Entity Governing Instruments, Directors and Officers.

(a) At the Effective Time, (i) the articles of incorporation of the Surviving Corporation shall remain the same as in existence prior to the merger hereto and (ii) the regulations of the Surviving Corporation shall remain the same as in existence prior to the merger, in each case until thereafter changed or amended as provided therein or applicable law.

(b) The directors of Sub in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the directors of the Surviving Corporation from and after the Effective Time in accordance with the regulations of the Surviving Corporation.

(c) The officers of Sub in office immediately prior to the Effective Time, together with such additional persons as may thereafter be elected, shall serve as the officers of the Surviving Corporation from and after the Effective Time in accordance with the regulations of the Surviving Corporation.

2.05 Treatment of Capital Securities. Subject to the provisions of this Article II, at the Effective Time, by virtue of the Merger and without any action on the part of AircraftLogs or Sub (or any other person or entity), the Capital Securities of the Constituent Entities shall be converted as follows:

(a) Each share of Sub common stock issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be converted into one share of common stock of the Surviving Corporation.

(b) Each share of AircraftLogs common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and converted into the right to receive the cash consideration specified in that certain Agreement and Plan of Merger, dated July 25, 2016, by and among the Constituent Entities and others, subject to adjustment as provided therein.

ARTICLE III
MISCELLANEOUS PROVISIONS

3.01 Amendment and Modifications. This Plan may be amended, modified and supplemented by mutual written consent of the board of directors of AircraftLogs and board of directors of Sub in accordance with applicable law.

3.02 Notices. All notices, requests, demands and other communications required or permitted hereunder or by applicable law shall be in writing addressed to:

(a) Sub:	Satcom Direct, Inc. 1050 Satcom Lane Melbourne, FL 32940 Attention: Paul Newman, CFO Telephone: (321) 777-3000
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(b) AircraftLogs:

AircraftLogs
941 Chatham Lane, Suite 203
Columbus, OH 43221
Telephone: 614-503-4584
Fax No.: 614-448-9228

3.03 Headings. The headings of the Sections and Articles of this Plan are inserted for convenience only and shall not constitute a part hereof or affect in any way the meaning or interpretation of this Plan.

3.04 Third Parties. Except as specifically set forth or referred to herein, nothing herein expressed or implied is intended or shall be construed to confer upon or give to any Person other than the parties hereto or their successors and assigns any rights or remedies under or by reason of this Plan.

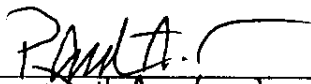
3.05 Calendar Days. All references to days shall be deemed to refer to calendar days unless this Plan specifically refers to "business days," in which event Saturdays, Sundays, and federal holidays shall be excluded.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written. The execution of this Plan by the parties constitutes an adoption of this Plan within the meaning of Section 607.1103 of the FBCA and Section 1701.78 of the OGCL.

"Sub"

SATCOM SUB, INC.,
a Florida corporation

By: 
Name: Paul A. Newman
Title: Treasurer

"AircraftLogs"

STEWART RATCLIFF AVIATION SERVICES INC,
an Ohio corporation

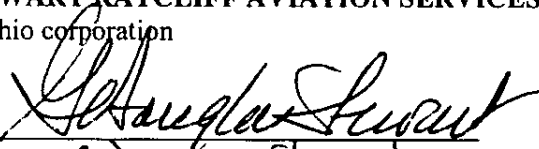
By: 
Name: G. Douglas Stewart
Title: President

EXHIBIT A

AircraftLogs Shareholders

[Insert List of AircraftLogs Shareholders and Number of Shares Held by Each]

1	Doug Stewart	83,568	34.2%
2	V. Charles Pisciotta	39,472	16.2%
3	Carl H Wheeler	13,959	5.7%
4	Mark Wheeler	11,967	4.9%
5	Greg Ratcliff	10,088	4.1%
6	Wartinbee Trust	7,007	2.9%
7	Jeffrey H VonDeylen	6,870	2.81%
8	The Dean Christensen Rev. Trust	6,247	2.6%
9	Richard A Guthy	6,133	2.5%
10	Roy Financial Services, LLC	5,800	2.4%
11	Eric G Leininger	5,194	2.1%
12	Steven W. Louis Rev. Trust	4,858	2.0%
13	4G Investors LLC	4,167	1.7%
14	Sean Donlen	3,125	1.3%
15	Robert E Mundy II Grantor Trust	2,309	0.9%
16	James Wartinbee, Jr.	2,179	0.9%
17	Lawrence Rick Sellers	2,065	0.8%
18	Robert John Aalbrektse Trust (UAD 12-15-95)	1,906	0.8%
19	William G. Harvey SD IRA #6773	1,105	0.5%
20	William G. Harvey	770	0.3%
21	AnnLee Investment Co	1,359	0.6%
22	Eric Roy	1,591	0.7%
23	Diane Share	1,250	0.5%
24	Christian Massetti	1,204	0.5%
25	Fauneil Stewart	1,081	0.4%
26	Robert Greg Adams	1,280	0.5%
27	Robert B McLoughlin	900	0.4%
28	Lawrence R Triplett	796	0.3%
29	John Huston	777	0.3%
30	Susan Rector	766	0.3%
31	Janice L Nelson Trust Dated November 5, 2002	733	0.3%
32	Kenneth E Jones	531	0.2%
33	Robert D Setzer	494	0.2%
34	Daniel Finkelman	391	0.2%
35	Brandon Bonito	33	0.0%
36	Jonathan Denison	2,500	1.0%
37	Brandon Bonito	250	0.1%
38	Jason McCormack	250	0.1%
39	Elijah Stepp, Jr.	1,100	0.5%
40	Nicole Gersper	1,000	0.4%
41	Christopher Gates	1,450	0.6%
42	Jordan Pfahl	2,200	0.9%
43	Eric Kunkel	1,500	0.6%
44	Andrew Hartley	1,000	0.4%
45	Kim Mullet	1,000	0.4%
	Totals	244,225	100%