

Document Number Only

P95DD0001623

C T CORPORATION SYSTEM

Requestor's Name

1311 Executive Center Drive, Ste. 200

Address

Tallahassee, FL 32301 (904) 656-0290
City State Zip Phone

CORPORATION(S) NAME

Acero Corporation

☒ Profit - *Inds.*

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name

☐ Certified Copy

☐ Photo Copies

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CONSENT TO USE OF NAME

Aero Corporation, a Georgia corporation qualified to do business in Florida, hereby consents to use of the name "Aero Corporation" by a new corporation to be formed as a domestic corporation in the State of Florida. This consent is given because immediately after formation of Aero Corporation, a Florida corporation, Articles of Merger will be filed to effect the merger of the Georgia corporation with and into the Florida corporation.

AERO CORPORATION, a Georgia
corporation

By: 

Daniel R. Donham,
Vice President

FILED
95 JAN -3 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Florida AERO CORPORATION

The undersigned, acting as incorporator of ^{*Florida*} Aero Corporation, under the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation that satisfies the requirements of Section 307.0401 of the Act is:

Florida Aero Corporation

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

5530 East Highway 90
Lake City Airport
Lake City, Florida 32055

P. O. Box 1909
Lake City, Florida 32056-1909

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to issue is 10,000 shares of Common Stock having no par value.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the corporation's initial registered agent is CT Corporation System.

FILED
25 JUN -3 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator is:

Name

Address

James F. Adams

3000 Thanksgiving Tower
1601 Elm Street
Dallas, Texas 75201

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

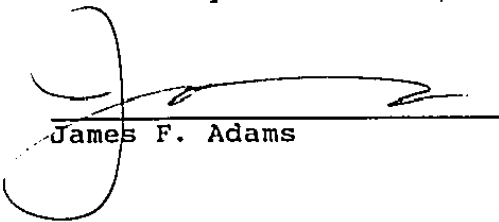
ARTICLE VIII. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors or the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for purposes of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 28th day of December, 1994.


James F. Adams

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

Pursuant to Section 607.0501(3) of the Florida Business
Corporation Act and Chapter 48.091, Florida Statutes, the following
is submitted:

That ^{Florida} Aero Corporation, desiring to organize under the laws of
the State of Florida with its initial registered office, as
indicated in the Articles of Incorporation, at 1200 South Pine
Island Road, Plantation, State of Florida, has named CT Corporation
System, as its agent to accept service of process within this
state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, I agree to act in that capacity, to comply with the
provisions of the Florida Business Corporation Act, and am familiar
with, and accept, the obligation of that position.

CT CORPORATION SYSTEM

By: 
Title: _____

Michael E. Jones
Special Asst. Secty.

P95000001623

Document Number Only

C T CORPORATION SYSTEM
Requestor's Name
1311 Executive Center Drive, etc. 200
Address
Tallahassee, FL. 32301 (904) 656-0290
City State Zip Phone

CORPORATION(S) NAME

1100001 3748341
00710735-00012-000
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1100001 3748341
00710735-00012-000
*****55.00 *****55.00

1100001 3748341
00710735-00012-000
*****55.00 *****55.00

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SECRETARY OF STATE TALLAHASSEE, FLORIDA		
New Corporation (Fla.)		
New Corporation (Ga.)		
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<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Resurrection	<input type="checkbox"/> Change of R.A.
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fictitious Name
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> CUS / G/S	
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
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NO F.A. done



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AERO CORPORATION, a GA Corp. not qualified in FL

INTO

FLORIDA AERO CORPORATION, a Florida corporation, P95000001623.

File date: January 3, 1995

Corporate Specialist: Susan Payne

ARTICLES OF MERGER

DOMESTIC CORPORATION AND FOREIGN CORPORATION

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act, hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

<u>Name of Corporation</u>	<u>State of Incorporation</u>
<i>Florida</i> Aero Corporation	Florida
Aero Corporation	Georgia

SECOND: The laws of the state under which such foreign corporation is organized permit such merger and such foreign corporation is complying with those laws in effecting the merger.

THIRD: The domestic corporation complies with the applicable provisions of Sections 607.1101 through 607.1104 of the Act and, as the surviving corporation of the merger, with Section 607.1105 of the Act. The foreign corporation is not the surviving corporation of the merger.

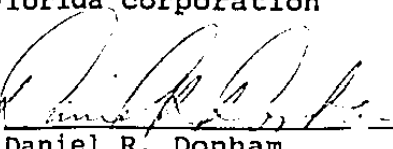
FOURTH: The plan of merger is set forth on Exhibit A attached hereto and incorporated herein by this reference.

FIFTH: The effective time and date of the Certificate of Merger shall be 11:59 p.m. on the 31st day of December, 1994.

SIXTH: The plan of merger was adopted by the sole shareholder of Aero Corporation, a Georgia corporation (the merged corporation), the 30th day of December, 1994, and was adopted by the sole shareholder of Aero Corporation, a Florida corporation (the surviving corporation), the 30th day of December, 1994.


Signed as of the 30th day of December, 1994.

Florida AERO CORPORATION,
a Florida corporation

By 
Daniel R. Donham,
Vice President

[signatures continued]

AERO CORPORATION,
a Georgia corporation

By: 
Daniel R. Donham,
Vice President

109955/GW05
67332/1100

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement"), dated as of December 30, 1994, is entered into by and between Aero Corporation, a Florida corporation ("Aero-Florida") and Aero Corporation, a Georgia corporation ("Aero-Georgia"), and the parties are sometimes collectively referred to herein as the "Constituent Corporations."

WHEREAS, Aero-Florida is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, Aero-Florida is authorized to issue 10,000 shares of Common Stock (the "Aero-Florida Common Stock"), of which one (1) share of Aero-Florida Common Stock is issued and outstanding as of the date of this Agreement; and

WHEREAS, Aero-Georgia is a corporation duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, Aero-Georgia is authorized to issue 1,500 shares of Common Stock (the "Aero-Georgia Common Stock"), of which 1,220 shares are issued and outstanding as of the date of this Agreement; and

WHEREAS, the Constituent Corporations desire to effect a merger whereby Aero-Georgia will be merged with and into Aero-Florida, with Aero-Florida being the surviving corporation (Aero-Florida, in its capacity as the surviving corporation, is sometimes referred to herein as the "Surviving Corporation"), and the outstanding shares of Aero-Georgia Common Stock will be converted into Aero-Florida Common Stock (the "Merger"), upon the terms and conditions set forth in this Agreement and pursuant to Sections 607.1101 et seq. of the Florida Business Corporation Act (the "Florida Act") and Sections 14-2-1101 et seq. of the Official Code of Georgia Annotated (the "Georgia Act"); and

WHEREAS, the Merger is to be a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code; and

WHEREAS, the Boards of Directors of each of the Constituent Corporations have approved this Agreement and have directed that this Agreement be submitted to the sole shareholder of each Constituent Corporation for approval and adoption, and the sole shareholder has approved and adopted this Agreement, as required by the Act;

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual covenants contained herein, and for the purpose of

prescribing the terms and conditions of the Merger, and such other details and provisions as the parties hereto deem necessary or desirable, the parties hereto agree as follows:

ARTICLE ONE

1.01. In accordance with the provisions of the applicable laws of the States of Florida and Georgia under which the Constituent Corporations are organized, at the Effective Time of the Merger (as defined below), Aero-Georgia shall be merged with and into Aero-Florida, and Aero-Florida, as the Surviving Corporation, shall continue to exist under and be governed by the laws of the State of Florida.

1.02. Except as may otherwise be set forth herein, the corporate existence and identity of Aero-Florida, as the Surviving Corporation, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the Merger, and the corporate existence and identity of Aero-Georgia, with all of its purposes, powers, franchises, privileges, rights and immunities, at the Effective Time of the Merger, shall be merged with and into Aero-Florida, as the Surviving Corporation, and the Surviving Corporation shall be vested fully therewith, and the separate corporate existence and identity of Aero-Georgia shall thereafter cease except to the extent continued by statute.

ARTICLE TWO

2.01. The Merger shall become effective (hereinbefore and hereinafter called the "Effective Time of the Merger") at 11:59 p.m. on December 31, 1994.

2.02. All expenses incident to the Merger shall be paid by the Surviving Corporation.

ARTICLE THREE

3.01. The Articles of Incorporation of Aero-Florida in effect at the Effective Time of the Merger shall constitute the Articles of Incorporation of the Surviving Corporation, unless and until later changed as provided by applicable law.

3.02. The registered agent and registered office of Aero-Florida shall be the registered agent and registered office of the Surviving Corporation.

3.03. The Bylaws of Aero-Florida in effect at the Effective Time of the Merger shall be the Bylaws of the Surviving

Corporation, unless and until later changed as provided therein or by applicable law.

3.04. The directors of Aero-Florida in office at the Effective Time of the Merger, including all committees thereof as constituted at such time, shall be the directors of the Surviving Corporation, until their successors are later elected and qualified in accordance with the Bylaws of the Surviving Corporation.

3.05. The officers of Aero-Florida in office at the Effective Time of the Merger shall be the officers of the Surviving Corporation, holding the offices in the Surviving Corporation that they then hold in Aero-Florida, until their successors are later elected or appointed and qualified in accordance with the Bylaws of the Surviving Corporation.

3.06. All corporate acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Constituent Corporations, their respective shareholders, Boards of Directors, committees elected or appointed by their Boards of Directors, officers and agents, which were valid and effective immediately prior to the Effective Time of the Merger, shall be taken for all purposes on and after the Effective Time of the Merger as the acts, plans, policies, applications, agreements, orders, registrations, licenses, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as the same were with respect to the Constituent Corporations immediately prior to the Effective Time of the Merger.

ARTICLE FOUR

4.01. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holders thereof, each one share of Aero-Georgia Common Stock which is issued and outstanding immediately before the Effective Time shall be converted into one fully paid share of Aero-Florida Common Stock, and outstanding certificates representing shares of Aero-Georgia Common Stock shall thereafter represent shares of Aero-Florida Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the Effective Time of the Merger for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

ARTICLE FIVE

5.01. At the Effective Time of the Merger, all rights, title and interests to all property owned by each of the Constituent Corporations shall be allocated to and vested in the Surviving Corporation without reversion or impairment, without further act or

deed, and without any transfer or assignment having occurred, but subject to any existing liens thereon.

5.02. The Surviving Corporation shall, at the Effective Time of the Merger and thereafter, be responsible and liable for all liabilities and obligations of each of the Constituent Corporations, and a proceeding pending against a Constituent Corporation may be continued as if the Merger did not occur, or the Surviving Corporation may be substituted in the proceeding in place of any Constituent Corporation.

5.03. If at any time the Surviving Corporation shall deem or be advised that additional grants, assignments, confirmations or assurances are necessary or desirable to vest or to perfect or confirm of record or otherwise in the Surviving Corporation the title to any property of any Constituent Corporation, the officers, or any of them, or the directors of such Constituent Corporation may execute and deliver any and all such deeds, assignments, confirmations and assurances and do all things necessary or proper so as best to prove, confirm and ratify title to such property in the Surviving Corporation or otherwise to carry out the purposes of the Merger and the terms of this Agreement. The Surviving Corporation shall have the same power and authority to act in respect to any debt, liabilities and duties of the Constituent Corporations as the Constituent Corporations would have had, had they continued in existence.

ARTICLE SIX

6.01. This Agreement may be executed simultaneously in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one and the same instrument.

6.02. This Agreement constitutes the entire agreement between the parties and supersedes all prior agreements and understandings, oral and written, between the parties with respect to its subject matter.

6.03. Subject to applicable law, this Agreement may be amended, modified or supplemented only by written agreement of the parties hereto at any time before the Effective Time of the Merger.

6.04. This Agreement may be terminated at any time prior to the Effective Time of the Merger by mutual agreement of the parties hereto.

IN WITNESS WHEREOF, each of the Constituent Corporations has caused this Agreement to be executed by and on its behalf and in its corporate name as of the date first above written.

Florida AERO CORPORATION, a Florida corporation

By: 
Daniel R. Donham,
Vice President

AERO CORPORATION, a Georgia corporation

By: 
Daniel R. Donham,
Vice President

05/189958

P95000001623

Document Number Only

C 'T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001624135
-10/31/95--01034--021
*****35.00 *****35.00

Florida Aero Corporation

Changed name to:

Aero Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☒ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Fictitious Name

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Acknowledgment

W.P. Verifier

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per KB

(SF)

NIC. Amend
SF



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 31, 1995

CT CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: FLORIDA AERO CORPORATION
Ref. Number: P95000001623

*@ Walk-in 11/5
Pick-up 3:00*

*Susan,
Please back date
per request from
customer.
Thanks*

We have received your document for FLORIDA AERO CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 895A00048704

GARDERE & WYNNE, L.L.P.
ATTORNEYS AND COUNSELORSCORRESPONDENT FIRMS IN:
BELGIUM • ENGLAND • FRANCE
GERMANY • IRELAND • ITALY
JAPAN • MEXICO • NETHERLANDS
SPAIN • SWITZERLAND3000 THANKSGIVING TOWER
1801 ELM STREET
DALLAS, TEXAS 75201-4701214-999-3000
TELECOPIER 214-999-4887HOUSTON
5000 TEXAS COMMERCE TOWER
600 TRAVIS STREET
HOUSTON, TEXAS 77002-3000
713-647-3500TULSA
2000 MID-CONTINENT TOWER
401 S. DOBSON AVENUE
TULSA, OKLAHOMA 74103-4000
918-580-8000MEXICO CITY
SENECA NO. 488
COL. CHAPULTEPEC POLANCO
MEXICO, D.F.
011(525) 562-0031

WRITER'S DIRECT DIAL NUMBER

(214) 999-4846

November 1, 1995

Via Teletcopy 904/487-6013Ms. Susan Payne
Florida Department of State
Division of Corporations
Tallahassee, Florida

Re: Aero Corporation

Dear Ms. Payne:

This letter will confirm the situation relating to the pending amendment to the Articles of Incorporation to change the name of Florida Aero Corporation, a domestic Florida corporation, to Aero Corporation. As you know, immediately after its incorporation Florida Aero Corporation (the "Florida Corporation") merged with a Georgia corporation called Aero Corporation (the "Georgia Corporation"). That merger was effective in January 1995.

Prior to the merger, the Georgia Corporation was qualified to do business in Florida for something like 30 years, and was qualified under the name "Aero Corporation." The incorporation of the Florida Corporation and merger of the Georgia Corporation into it were done simply to effect a reincorporation of the corporation into Florida, where its principal place of business (and its hundreds of employees) are located. The business had been using the name "Aero Corporation" while doing business in Florida for around 30 years.

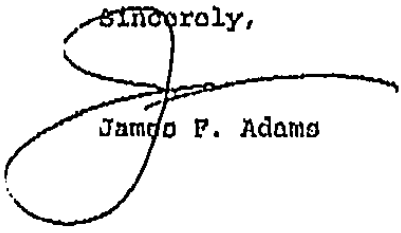
Further, AeroCorp is a registered federal trademark, originally applied for by the Georgia Corporation prior to the merger into the Florida Corporation. As you can see from the attached copy of the federal trademark registration, the Corporation is in the business of commercial and military aircraft repair and refurbishment. Based on what I was previously told, this line of business is substantially distinct from the line of business engaged in by the business holding the Florida registered trademark "Arrow."

November 1, 1995
Page 2

We thus believe that there is no actual conflict or confusion, nor given the 30-year operating history can there be any likelihood of confusion. Please permit the filing of the Articles of Amendment to change the Florida Corporation's name to "Aero Corporation."

I am happy to discuss this further if you have any questions, and would sincerely appreciate bringing this to resolution today.

Sincerely,



James F. Adams

/bb/00.2 0019

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF FLORIDA AERO CORPORATION

Pursuant to the provisions of Section 607.1002 of the Florida Business Corporation Act (the "Act"), Florida Aero Corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation.

ARTICLE ONE. The following amendment to the Articles of Incorporation was adopted by the Corporation as of August 31, 1995:

ARTICLE 1 of the Articles of Incorporation of the Corporation is hereby amended and restated, to read in its entirety as follows:

"ARTICLE I. NAME

The name of the corporation that satisfies the requirements of Section 307.0401 of the Act is:

Aero Corporation"

ARTICLE TWO. The foregoing amendment to the Articles of Incorporation was adopted by the Board of Directors without shareholder action; shareholder action was not required in accordance with Section 607.1002 of the Act.

DATED as of the 31st day of August, 1995.


Daniel R. Donham, Director

GW03/226033

FILED
95 OCT 31 PM 1:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA