

# P97000050874

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
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Effective: 12-10-10

**MERGER OR SHARE EXCHANGE**

Aviation Insurance Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$148.75

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10 DEC -2 AM 8:56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Merger

12-02-10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** AVIATION INSURANCE HOLDINGS, 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:

JOSEPH J. MUGAN, ESQ.

Contact Person

KOLESAR & LEATHAM, CHTD.

Firm/Company

3320 W. SAHARA AVE., STE. 380

Address

LAS VEGAS, NEVADA 89102

City/State and Zip Code

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

For further information concerning this matter, please call:

JOSEPH J. MUGAN, ESQ.

Name of Contact Person

At ( 702 )

362-7800

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

FILED  
 DEC - 2 PM 3:01  
 DEPT. OF JUSTICE  
 INFORMATION ACT,

First: The name and jurisdiction of the surviving corporation:

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

**Third: The Plan of Merger is attached.**

OR 12 / 10 / 2010 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger filing date.)

The Plan of Merger was adopted by the shareholders of the surviving corporation on November 18, 2010.

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 18, 2010

(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

AVIATION INSURANCE  
HOLDINGS, INC.

Challinor

RONALD A. MILL, CEO

**AVIATION INSURANCE  
SERVICES OF NEVADA, INC.**



**BRADLEY A. MEINHARDT, PRESIDENT**

AVIATION INSURANCE  
SERVICES (AMERICAS), INC.

10/10/10

WILLIAM WILLER, PRESIDENT

AVIATION INSURANCE  
SERVICES OF ILLINOIS, INC.

Ed. E. E. E.

**ERIK EGELAND, PRÉSIDENT**

### PLAN OF MERGER

1. The names of the entities proposing to merge are:
  - AVIATION INSURANCE HOLDINGS, INC.,  
a Nevada corporation ("AIH" or the "Surviving Corporation"),
  - AVIATION INSURANCE SERVICES OF NEVADA, INC.,  
a Nevada corporation ("AISN"),
  - AVIATION INSURANCE SERVICES (AMERICAS), INC.,  
a Florida corporation ("AISA"), and
  - AVIATION INSURANCE SERVICES OF ILLINOIS, INC.,  
an Illinois corporation ("AISI").

2. AISN, AISA and AISI shall merge with and into AIH, and the Surviving Corporation shall exist by virtue of and under the laws of the State of Nevada (the "Merger"). The corporate identity, existence, purpose, powers, franchises, rights and immunities of AIH shall continue unaffected and unimpaired by the Merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of AISN, AISA and AISI shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of AISN, AISA and AISI shall cease upon the Effective Date (as hereinafter defined).

~~3. The outstanding shares of common stock of AIH shall not be converted,~~  
exchanged, or altered in any manner as a result of the Merger and shall remain outstanding shares of AIH. The outstanding shares of common stock of AISN owned by The Meinhardt Family Trust, Dated March 23, 2007, shall be converted to 14.27 shares of common stock of AIH as result of the Merger. The outstanding shares of common stock of AISN owned by Carl Shephard shall be converted to 10.71 shares of common stock of AIH as a result of the Merger. The remaining outstanding shares of common stock of AISN shall be cancelled and no payment shall be made with respect to such shares of common stock. The outstanding shares of common

stock of AISA owned by William Willer shall be converted to 18.52 shares of common stock of AIH as a result of the Merger. The remaining outstanding shares of common stock of AISA shall be cancelled and no payment shall be made with respect to such shares of common stock. The outstanding shares of common stock of AISI shall be cancelled and no payment shall be made with respect to such shares of common stock.

4. No amendments to the Articles of Incorporation of the Surviving Corporation will occur due to the Merger.

5. The Board of Directors of AIH prior to the Merger shall, upon the Effective Date, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and/or until their successors are duly elected and qualified.

6. The officers of AIH prior to the Merger shall, upon the Effective Date, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

7. This Plan of Merger shall take effect on December 10, 2010, at 5:00 p.m. (PST) (the "Effective Date") as set forth in the Articles of Merger to be filed with the Secretary of State

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~~of the State of Nevada prior to the Effective Date, the Articles of Merger to be filed with the~~  
Florida Department of State prior to the Effective Date, and the Articles of Merger to be filed with the Secretary of State of the State of Illinois prior to the Effective Date. On such Effective Date, the separate existence of AISN, AISA and AISI shall cease, and they shall be merged with and into AIH in accordance with the provisions of this Plan of Merger. Each officer of AIH has the authority, acting in his or her capacity as an officer of AIH, to execute and file a certificate of termination with the Secretary of State of Nevada after the filing of the Articles of Merger but

prior to the Effective Date for purposes of terminating the Merger as he or she deems necessary, his or her execution and filing thereof to be conclusive of his or her authority pursuant thereto.

8. On the Effective Date, the Surviving Corporation shall, without other transfer and by operation of law, succeed to and have all the rights, privileges, immunities and franchises of AISN, AISA and AISI, and the Surviving Corporation shall be subject to all the restrictions, disabilities and duties of AISN, AISA and AISI, and all property, real, personal and mixed, and all debts due to AISN, AISA and AISI, on whatever account, including stock subscriptions to shares as well as other choices in actions, shall all be vested in the Surviving Corporation, and all property, rights, privileges, powers, franchises and each and every other interest shall be thereafter as effectively the property of the Surviving Corporation as they were of AISN, AISA and AISI.

9. This Plan of Merger may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute but one and the same Plan of Merger.

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{Signature Page Follows}

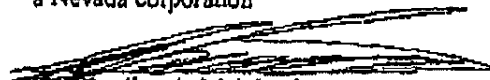
IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger, as of the 18th day of November, 2010.

AVIATION INSURANCE HOLDINGS, INC.,  
a Nevada corporation



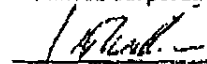
By: Ronald A. Hill  
Its: CEO

AVIATION INSURANCE SERVICES OF NEVADA, INC.,  
a Nevada corporation

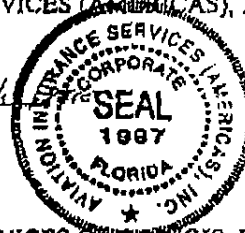


By: Bradley A. Meinhardt  
Its: President

AVIATION INSURANCE SERVICES (AMERICAS), INC.,  
a Florida corporation



By: William Willer  
Its: President



AVIATION INSURANCE SERVICES OF ILLINOIS, INC.,  
an Illinois corporation



By: Erik Egeland  
Its: President