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DEPARTMENT OF STATE
19 MAY 21 12:10:49

2019 MAY 21 AM 8:48

12:10

R. WHITE
MAY 22 2013

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 774191 7922643
AUTHORIZATION : 
COST LIMIT : \$ 50.00

ORDER DATE : May 20, 2019
ORDER TIME : 9:04 AM
ORDER NO. : 774191-005
CUSTOMER NO: 7922643

FOREIGN FILINGS

NAME: ALM MOTORS, LLC

CORPORATE
 LIMITED PARTNERSHIP
 LIMITED LIABILITY COMPANY

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF STATUS

CONTACT PERSON: Roxanne Turner - EXT#

EXAMINER: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT AF MOTORS, L.L.C.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Vivian Henderson

Contact Person

Asbury Automotive Group, Inc.

Firm/Company

2905 Premiere Parkway, Suite 300

Address

Duluth, GA 30097

City, State and Zip Code

vhenderson@asburyauto.com

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

For further information concerning this matter, please call:

Vivian Henderson

at (770) 418-8329

Name of Contact Person

Area Code

Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Limited Liability Company**

FILED

2019 JULY 21 AM 8:48

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AF MOTORS, L.L.C.	Delaware	Limited Liability Company
ALM MOTORS, LLC	Delaware	Limited Liability Company
<u>mg9000001705</u>		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AF MOTORS, L.L.C.	Delaware	Limited Liability Company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

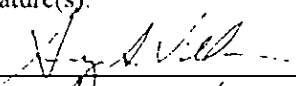
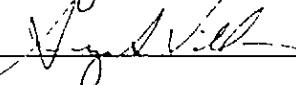
- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
AF MOTORS, L.L.C.		George A. Villasana
ALM MOTORS, LLC		George A. Villasana
_____	_____	_____
_____	_____	_____

- Corporations: Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

**CERTIFICATE OF MERGER
OF
ALM MOTORS, LLC
INTO
AF MOTORS, L.L.C.**

Under Section 18-209 of the
Delaware Limited Liability Company Act

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, the undersigned hereby certify:

FIRST: The names of the constituent limited liability companies to the merger are:

ALM MOTORS, LLC, a Delaware limited liability company and **AF MOTORS, LLC**, a Delaware limited liability company.

SECOND: An Agreement and Plan of Merger has been approved, adopted and executed by each of the constituent limited liability companies in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act;

THIRD: AF Motors, L.L.C. is the surviving limited liability company (the "Surviving LLC");

FOURTH: The merger shall be effective upon the filing of this Certificate of Merger;

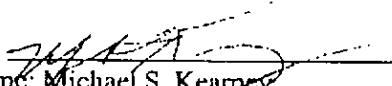
FIFTH: An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving LLC, which is:

AF Motors, L.L.C.
c/o Asbury Automotive Group, Inc.
2905 Premiere Pkwy #300
Duluth, GA 30097


A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request and without cost, to any member of any constituent limited liability company.

IN WITNESS WHEREOF, the undersigned have caused this Certificate of Merger to be executed and delivered on the 31st day of March, 2011.

AF MOTORS, L.L.C.

By: 
Name: Michael S. Kearney
Title: Authorized Person

ALM MOTORS, L.L.C.

By: 
Name: Michael S. Kearney
Title: Authorized Person