

P95 0000 72 322



ACCOUNT NO. : 0721000000J2  
REFERENCE : 686207 131958A  
AUTHORIZATION :  
COST LIMIT : 0 12,000.00

*Patricia P. Pitt*

ORDER DATE : September 19, 1995  
ORDER TIME : 1:05 PM  
ORDER NO. : 686207  
CUSTOMER NO: 131958A

40000J58855M

CUSTOMER: Mr. Linda Oxford  
MACMILLAN & STANLEY  
29 N.e. 4th Avenue  
Delrny Beach, FL 33483

DOMESTIC FILING

NAME: STUART LINCOLN-MERCURY, INC.

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS:

*SAB*  
*9/19/95*

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ARTICLES OF INCORPORATION  
OF  
STUART LINCOLN-MERCURY, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

STUART LINCOLN-MERCURY, INC.

The address of the principal office of this corporation shall be Linton Boulevard & I-95, Delray Beach, Florida 33444, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 750 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names and addresses of the initial members of the Board of Directors are:

William L. Wallace  
Dir.

Linton Boulevard & I-95  
Delray Beach, Florida 33444

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on September 19, 1995.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: *Gail Shelby*  
Its Agent, Gail Shelby

LEL/gls

9  
12  
19  
1995  
FILED

CORPORATE

**P95000072322**  
CORPORATION INFORMATION SERVICES

(Requestor's Name)  
1201 Hays Street  
(Address) (904)  
Tallahassee, FL 32301 222-9171  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

CIS Acct. # \_\_\_\_\_  
CIS Order # \_\_\_\_\_

AUTHORIZATION #072100000052

Carol McMillan Stanley  
407 276-6363

87 50

Patricia Pijets

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Stuart Lincoln - Mercury Waco (Document #) \_\_\_\_\_  
(Corporation Name)
2. \_\_\_\_\_ (Document #) \_\_\_\_\_  
(Corporation Name)
3. \_\_\_\_\_ (Document #) \_\_\_\_\_  
(Corporation Name)
4. \_\_\_\_\_ (Document #) \_\_\_\_\_  
(Corporation Name)

Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

FILED  
95 OCT -5 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

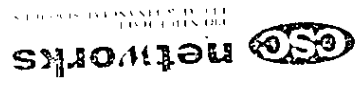
AMENDMENTS	
<input checked="" type="checkbox"/> Amendment	
<input checked="" type="checkbox"/> Resignation of F.A. Officer/Director	
<input checked="" type="checkbox"/> Change of Registered Agent	
<input checked="" type="checkbox"/> Dissolution/Withdrawal	
<input checked="" type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

due to prepay state fees to 122.50

return Reg mail



Examiner's Initials

WBL

CERTIFICATE OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
STUART LINCOLN-MERCURY, INC.

FILED  
95 OCT -5 PM 12:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STUART LINCOLN-MERCURY, INC., a Florida corporation, under its corporate seal and the hands of its President, WILLIAM L. WALLACE, and its Secretary, LEE SMITH, hereby certifies that:

I.

WILLIAM L. WALLACE, being the sole shareholder and director of said corporation, at a meeting called and held on the 27th day of September, 1995, adopted the following resolutions:

"Be It Resolved by the Board of Directors and Shareholder of STUART LINCOLN-MERCURY, INC., a Florida corporation, that Article III of the Articles of Incorporation, be amended, changed and altered so as to read as follows:

ARTICLE III  
CAPITAL STOCK

This Corporation is authorized to issue one hundred thousand (100,000) voting shares of Ten Cents (\$0.10) par value common stock.

"Be It Resolved that a new Article XI shall be added as follows:

ARTICLE VIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

II.

The special meeting of the sole stockholder of the corporation and the Board of Directors as aforesaid was held September 27,

1999, and said amendment to the Articles of Incorporation was duly adopted.

IN WITNESS WHEREOF, said corporation has caused this Certificate of Amendment of Articles of Incorporation to be signed in its name by its President and its corporate seal to be hereunto affixed and attested by its Secretary, on this 28 day of September, 1995.

STUART LINCOLN-MERCURY, INC.

By:

William L. Wallace  
WILLIAM L. WALLACE,  
President/Director

Attest:

Lee Smith  
Lee Smith, Secretary

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared WILLIAM L. WALLACE and LEE SMITH, the President/Director and Secretary respectively of STUART LINCOLN-MERCURY, INC., a Florida corporation, who are personally known to me and who did not take an oath.

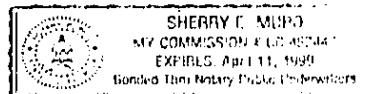
WITNESS my hand and official seal in the County and State last aforesaid this 28 day of September, 1995.

Sherry E. Muro  
Print Name SHERRY E. MURO

Notary Public

My Commission Expires:

My Commission Number:



LAW OFFICES  
MACMILLAN & STANLEY  
28 NORTH BRADY FOURTH AVENUE  
DEERAY BEACH, FLORIDA 33483  
TELEPHONE (407) 276 6303

CAROL MACMILLAN STANLEY  
BANKING CORPORATE WALLS, TRUSTS  
AND ESTATE LAWYER

September 20, 1995

NIRL B. MACMILLAN  
Partner

**P95000072322**

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

950001607508  
-10011295--01126--005  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Stuart Lincoln-Mercury, Inc.

Dear Sir/Madam:

Enclosed is the Statement of Change of Registered Office and Registered Agent for the above corporation. Kindly amend your records accordingly.

Yours very truly,

*Carol M Stanley*  
Carol MacMillan Stanley

CMS/lo  
cc: Corporation Service Company

*2A Change*

OCT 3 - 1995

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT -9 AM 10:28





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 27, 1995

CAROL MACMILLAN STANLEY, ESQ.  
MACMILLAN & STANLEY, P.A.  
29 NORTHEAST FOURTH AVENUE  
DELRAY BEACH, FL 33483

SUBJECT: STUART LINCOLN-MERCURY, INC.  
Ref. Number: P95000072322

We have received your document for STUART LINCOLN-MERCURY, INC. . .  
However, the enclosed document has not been filed and is being returned to you  
for the following reason(s):

There is a filing fee of \$35 due this office to file the attached Statement of  
Change.

If you have any questions concerning this matter, please either respond in writing  
or call (904) 487-6905.

Thelma Lewis  
Corporate Specialist Supervisor

Letter Number: 095A00044264

October 2, 1995

Dear Ms. Lewis:

Enclosed please find remittance of \$35 in regard to your letter of  
September 27.

Carol Stanley

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Stuart Lincoln-Mercury, Inc.

1b. Date of incorporation 9/19/95 Document number P95000072322

2. The name and address of the current registered agent and office:

Corporation Service Company  
1201 Hays Street, Tallahassee, FL 32301

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

William L. Wallace  
Linton Boulevard & I-95, Delray Beach, Florida 33444

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 OCT -9 AM 10:28

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

*William L. Wallace*  
SIGNATURE  
September 20, 1995  
DATE

William L. Wallace, President/Director  
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *William L. Wallace*  
(Registered Agent)  
DATE September 20, 1995

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

Document Number Only

P95000072322

CI CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

RI / SLM Merger Corp.

Stuart Lincoln-Mercury, Inc. (survivor)

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Limited Partnership
- Reinstatement
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Reservation
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- Fictitious Name Filing
- CUS
- After 4:30
- Pick Up

CF. 70.00  
cont. 52.50

57 FEB 28 PM 4:21  
RECEIVED  
TALLAHASSEE, FL  
SECRETARY OF STATE

600002119716--8  
03/26/97 01126--010  
\*\*\*122.50 \*\*\*122.50

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

2/28

Merger  
3/2/97  
DC

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57 FEB 28 PM 4:21

P95000072322

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RI/SLM MERGER CORP., a Florida corporation, P97000009497

INTO

STUART LINCOLN-MERCURY, INC., a Florida corporation, P95000072322

File date: February 28, 1997

Corporate Specialist: Darlene Connell

**ARTICLES OF MERGER**  
**OF**  
**RI/SLM Merger Corp.**  
**AND**  
**Stuart Lincoln-Mercury, Inc.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/SLM Merger Corp., a Florida corporation, and Stuart Lincoln-Mercury, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

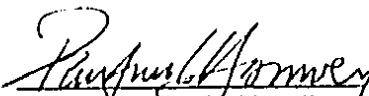
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TALLAHASSEE  
FLORIDA

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/SLM Merger Corp., ("RI/SLM") and Stuart Lincoln-Mercury, Inc., ("Stuart").
2. RI/SLM is hereby merged with and into Stuart and the corporate existence of RI/SLM shall cease. Stuart is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of RI/SLM on February 2, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of Stuart on February 2, 1997 at a joing special meeting of the Board of Directors and Stockholders of Wallace, pursuant to Sections 607.0704 and 607.0821 of the Act.

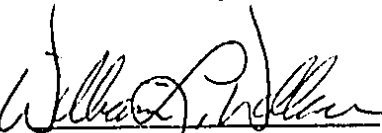
The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of February 28, 1997.

RI/SLM Merger Corp.

By:   
Name: Richard L. Handley  
Title: Vice President

Stuart Lincoln-Mercury, Inc.

By:   
Name: William L. Wallace  
Title: President

## **PLAN OF MERGER**

This Plan of Merger (the "Plan") is entered into as of February 2, 1997 by RI/SLM Merger Corp., a Florida corporation ("Merger Corp.") and Stuart Lincoln-Mercury, Inc., a Florida corporation (the "Company").

### **RECITALS**

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Merger Corp. be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

### **ARTICLE I**

#### **The Merger**

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

### **ARTICLE II**

#### **The Surviving Corporation**

A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected

and have qualified.

### ARTICLE III

#### Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Company, \$0.10 par value per share ("Company Common Stock"), which shall be issued and outstanding (other than shares of Company Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive 458,015 shares of common stock, \$0.01 par value per share, of Republic Industries, Inc., a Delaware corporation and the parent of Merger Corp. ("Republic Common Stock").

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each share of common stock of Merger Corp., par value \$.01 per share, issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

### ARTICLE IV

#### Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

### ARTICLE V

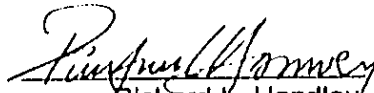
#### Effective Time

As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

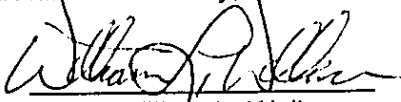


Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

RI/SLM Merger Corp.

By:   
Name: Richard L. Handley  
Title: Vice President

Stuart Lincoln-Mercury, Inc.

By:   
Name: William L. Wallace  
Title: President