

Division of Corporations

Page 1 of 1

P98000023232

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000002119 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 922-4000

From: Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
Account Number : 076666003611
Phone : (941) 748-0100
Fax Number : (941) 745-2093

FILED
99 JAN 27 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JAN 27 AM 9:50
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

FIRKINS NISSAN, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Mergals
1/27

Electronic Filing Menu

Corporate Filing

Public Access Help

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

FIRKINS PROPERTIES, INC., a Florida corporation, document number
P98000048123

INTO

FIRKINS NISSAN, INC., a Florida corporation, P98000023232.

File date: January 27, 1999

Corporate Specialist: Karen Gibson

Fax Audit No.: H99000002119 8

**ARTICLES OF MERGER
OF
FIRKINS NISSAN, INC.
AND
FIRKINS PROPERTIES, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The names of the corporations which are parties to the within merger are Firkins Nissan, Inc., and Firkins Properties, Inc. The surviving corporation is Firkins Nissan, Inc.

2. The Plan of Merger, attached hereto as Exhibit A and made a part hereof, was approved by the Board of Directors and the shareholders of all classes of stock of Firkins Nissan, Inc. on January 1, 1999, and by the Board of Directors and the shareholders of all classes of stock of Firkins Properties, Inc. on January 1, 1999. The effective date of the merger is January 1, 1999.

FIRKINS NISSAN, INC.

By: Robert Firkins
ROBERT FIRKINS, President

Effective as of January 1, 1999

FIRKINS PROPERTIES, INC.

By: Robert Firkins
ROBERT FIRKINS, President

Effective as of January 1, 1999

Prepared By:
Stephen J. Grave de Peralta
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0155624

FILED
99 JAN 27 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fax Audit No.: H99000002119 8

PLAN OF MERGER

THIS PLAN OF MERGER dated January 1, 1999, between Firkins Nissan, Inc., a Florida corporation, hereinafter also called the surviving corporation, and Firkins Properties, Inc., a Florida corporation, hereinafter also called the absorbed corporation.

RECITALS:

A. Firkins Nissan, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2700 First Street East, Bradenton, Florida 34208.

B. Firkins Nissan, Inc., is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, of which 200 shares are issued and outstanding.

C. Firkins Properties, Inc., is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2700 First Street East, Bradenton, Florida 34208.

D. Firkins Properties, Inc., is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock, of which 146 shares are issued and outstanding.

E. The boards of directors of the constituent corporations deem it desirable and in the best business interests of the corporations and their shareholders that Firkins Properties, Inc., be merged into Firkins Nissan, Inc., pursuant to the provisions of Sections 607.1101, et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. MERGER. Firkins Properties, Inc., shall merge with and into Firkins Nissan, Inc., which shall be the surviving corporation.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. Furthermore, the Commercial Lease Agreement between the Corporations, dated June 25, 1998, is canceled as of the effective date of the merger. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Prepared By:
Stephen J. Gravo de Peralta
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West
Bradenton, FL 34205 (941) 748-0100
Fla. Bar No. 0155624

Fax Audit No.: H99000002119 8

3. **CONVERSION OF SHARES.** The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a. Each share of the One Dollar (\$1.00) par value common stock of Firkins Properties, Inc., issued and outstanding on the effective date of the merger shall be converted into 1 share of the One Dollar (\$1.00) par value common stock of Firkins Nissan, Inc., which shares of common stock of the surviving corporation shall thereupon be issued and outstanding. No rights to acquire the absorbed corporation's common stock are outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

b. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such share certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

c. Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such shareholders of the certificate for his or her shares in the surviving corporation.

4. **CHANGES IN ARTICLES OF INCORPORATION.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. **DIRECTORS AND OFFICERS.** The directors and officers of the surviving corporation as of the effective date of the merger shall be as follows:

Robert Firkins - Director and President
Linda C. Firkins - Director, Secretary and Treasurer
William Saba - Executive Vice President

Fax Audit No.: H99000002119 8

7. **PROHIBITED TRANSACTIONS.** Neither of the constituent corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving corporations may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

8. **APPROVAL BY SHAREHOLDERS.** This Plan of Merger shall be submitted for the approval of the shareholders of the constituent corporations by written consent in the manner provided by the applicable laws of the State of Florida on or before January 1, 1999, or at such other time as to which the boards of directors of the constituent corporations may agree.

9. **EFFECTIVE DATE OF MERGER.** The effective date and time of this merger shall be January 1, 1999.

10. **ABANDONMENT OF MERGER.** This Plan of Merger may be abandoned by action of the board of directors of either the surviving or the absorbed corporation without shareholder approval at any time prior to the effective date on the happening of either of the following events:

a. If the merger is not approved by the stockholders of either the surviving or the absorbed corporation on or before January 1, 1999.

b. If, in the judgment of the board of directors of either the surviving or the absorbed corporation, the merger would be impracticable because of the number of dissenting shareholders asserting dissenter's rights under the laws of the State of Florida.

11. **EXECUTION OF AGREEMENT.** This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their officers and sealed with their corporate seals pursuant to the authorization of their respective boards of directors on the date first above written.

Effective as of January 1, 1999.

FIRKINS NISSAN, INC.

(Corporate Seal)

By: 
ROBERT FIRKINS

Its: President

FIRKINS PROPERTIES, INC.

(Corporate Seal)

By: 
ROBERT FIRKINS

Its: President