

Document Number Only

123140

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name

TALLAHASSEE, FL 32301

Address

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700002279207--4

-08/28/97--01001--017

*****70.00 *****70.00

RI/PMC Merger Corp.

merging with & into

Powell Motor Co.

Merger

☐ 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

FILED

97 AUG 27 AM 11:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 27 1997

Name	8/28/97
Availability	
Document Examiner	Don
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Verifier	Don
Acknowledgment	Don
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CR2E031 (1-89)

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

123140

ARTICLES OF MERGER
Merger Sheet

MERGING:

RI/PMC MERGER CORP., a Florida corporation P97000060908

INTO

POWELL MOTOR CO., a Florida corporation, 123140.

File date: August 27, 1997

Corporate Specialist: Annette Hogan

ARTICLES OF MERGER
OF
RI/PMC MERGER CORP.
AND
POWELL MOTOR CO.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/PMC Merger Corp., a Florida corporation, and Powell Motor Co., a Florida corporation, do hereby adopt the following Articles of Merger:

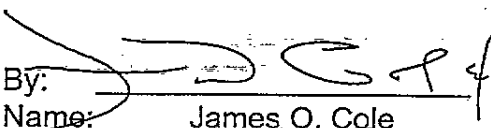
1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/PMC Merger Corp., ("RI/PMC") and Powell Motor Co., ("Powell").
2. RI/PMC is hereby merged with and into Powell and the corporate existence of RI/PMC shall cease. Powell is the 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/PMC on July 12, 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 Powell on July 12, 1997 by written consent in lieu of holding a meeting of the Board of Directors and Shareholders of Powell, 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

8-27, 1997.

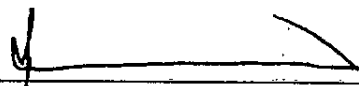
RI/PMC MERGER CORP.

By: 

Name: James O. Cole

Title: Vice President and Secretary

POWELL MOTOR CO.

By: 

Name: Robert W. Lovem

Title: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of July 12, 1997 by RI/PMC Merger Corp., a Florida corporation ("Merger Corp.") and Powell Motor Co., 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, \$0.50 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 1,133,856 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.

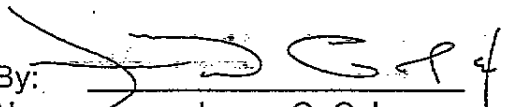
ARTICLE V

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/PMC Merger Corp.

By: 
Name: James O. Cole
Title: Vice President

Powell Motor Co.

By: 
Name: Robert W. Lovern
Title: President