

157236

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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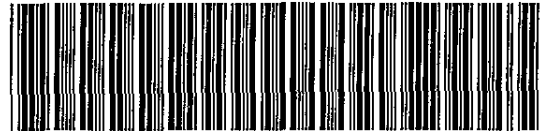
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/13/02--01076--005 **46.75

11/20/02--01061--012 **35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 NOV 20 PM 2:50

Merger
LFS
11-20-02

ARTICLES OF MERGER
Merger Sheet

MERGING:

SCHUMACHER PONTIAC, INC., a Florida corporation (Document
#P99000009761)

INTO

SCHUMACHER BUICK-OLDSMOBILE, INC., a Florida entity, 157236

File date: November 20, 2002

Corporate Specialist: Louise Flemming-Jackson

TERRENCE F. DYTRYCH, P.A.

LAW OFFICES

BOARD CERTIFIED CIVIL TRAIL LAWYER

**712 U.S. HIGHWAY ONE, SUITE 301-32
NORTH PALM BEACH, FLORIDA 33408**

TELEPHONE: (561) 841-2232

TELECOPIER: (561) 841-2533

E-MAIL: DYTRYCHT@BELLSOUTH.NET

November 12, 2002

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
P.O. Box 6327
Tallahassee, FL 32314
(1/850/245-6050)

Re: Schumacher Buick-Oldsmobile, Inc.

Dear Sir/Madam:

The enclosed merger is submitted for filing. I am also enclosing my firm's check in the amount of \$46.75, representing your filing fee of \$35.00 together with \$11.75 for a certified copy.

Please return all correspondence concerning this matter to the following:

Terrence F. Dytrych, Esq.
Terrence F. Dytrych, P.A.
712 U.S. Highway One
Suite 301-32
North Palm Beach, FL 33408.

For further information, please do not hesitate to contact me at the above number.

Very truly yours,



TERRENCE F. DYTRYCH

TFD/sw

TERRENCE F. DYTRYCH, P.A.

LAW OFFICES

BOARD CERTIFIED CIVIL TRIAL LAWYER

712 U.S. HIGHWAY ONE, SUITE 301-32
NORTH PALM BEACH, FLORIDA 33408

TELEPHONE: (561) 841-2232
TELECOPIER: (561) 841-2533
E-MAIL: DYTRYCHT@BELLSOUTH.NET

November 19, 2002

ATTN: LOUISE JACKSON
Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
(1/850/245-6050)

**Re: Merging Corporation: Schumacher Pontiac, Inc.
Surviving Corporation: Schumacher Buick-Oldsmobile, Inc.**

Dear Ms. Jackson:

Pursuant to our conversation of this date, enclosed please find the following:

1. Corporation Reinstatement application for Schumacher Pontiac, Inc., together with our check in the amount of \$758.75 (filing fee and certificate of status fee) payable to Division of Corporations.
2. Our firm's checking the amount of \$35.00 representing additional filing fee for the merger.

Please return all documentation concerning the reinstatement and merger to us using the enclosed Federal Express airbill & envelope.

Thank you for your help in this matter. If you require anything further, please call.

Very truly yours,



Susan Wasnavage,
Legal Assistant to
TERRENCE F. DYTRYCH

/sw

Enclosures: 2 checks & application

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2002 NOV 20 PM 2: 50

ARTICLES OF MERGER
(Profit Corporation)

The following Articles of Merger are submitted in accordance with Florida Business Corporation Act, pursuant to Section 607.1105, F.S.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/Applicable)
Schumacher Buick-Oldsmobile, Inc.	Palm Beach County, Florida	157236

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/Applicable)
Schumacher Pontiac, Inc.	Palm Beach County, Florida	P99000009761

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by **surviving** corporation. (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on December 20, 2001.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by the **merging** corporation(s). (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 20, 2001.

The Plan of Merger was adopted by the board of directors of the merging corporation on _____ and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION.

Name of Corporation	Signature	Typed or Printed Name of Individual & Title
Schumacher Buick-Oldsmobile, Inc.		Charles A. Schumacher, President
Schumacher Pontiac, Inc.		Charles A. Schumacher, President

PLAN OF MERGER

(Non Subsidiaries)

The following Plan of Merger is submitted in compliance with Section 607.1101, F.S., and in accordance with the laws of any other applicable jurisdiction of incorporation:

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Schumacher Buick-Oldsmobile, Inc.

Palm Beach County, Florida

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

Name

Jurisdiction

Schumacher Pontiac, Inc.

Palm Beach County, Florida

Third: The terms and conditions of the merger are as follows:

The surviving corporation has one shareholder who owns all of the outstanding shares of stock. The merging corporation has one shareholder who owns all of the outstanding shares of stock. The shareholder is the same individual. All of the shares of the merging corporation shall be retired.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation, or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation, or, in whole or in part, into cash or other property are as follows:

Not applicable. See the terms and conditions of merger, above.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or are attached as an exhibit:

The surviving corporation's articles of incorporation shall remain unchanged.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: