

Division of Corporations

Page 1 of 2

259505

Florida Department of State
Division of Corporations
Public Access System

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.

((H03000250330 5)))

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) 205-0380

From:

Account Name : CAUTHEN AND FELDMAN, P.A.
Account Number : I19980000085
Phone : (352) 343-2225
Fax Number : (352) 343-7759

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 AUG -8 PM 3:37

FILED

MERGER OR SHARE EXCHANGE

CITY OF CARS, INC.

EFFECTIVE DATE

8-31-03

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED
03 AUG -8 PM 3:16
DIVISION OF CORPORATIONS

CAUTHEN & FELDMAN, P.A.

Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778-3200
(352) 343-2225

FAX (352) 343-7759

William H. Cauthen
H. John Feldman

J. Carter Perkins,
of Counsel

**THIS DOCUMENT IS PRIVILEGED, CONFIDENTIAL AND MAY BE EXEMPT
FROM DISCLOSURE UNDER APPLICABLE LAW. IF YOU ARE NOT THE
INTENDED RECIPIENT, PLEASE CALL US IMMEDIATELY AND RETURN
ALL PAGES OF THIS DOCUMENT TO US BY MAIL. THANK YOU.**

DATE: 8-8-03
TO: Darlene -
TEL: _____
FAX: 850-205-0380

COMMENTS:

Thanks!

File No: _____

FROM: Patty
COMPANY: CAUTHEN & FELDMAN, P.A.

TEL: (352) 343-2225
FAX: (352) 343-7759

Number of Pages: 2

In the event of any problems, please call (352) 343-2225

☐ As We Discussed
☐ As Requested
☐ For Your Information
☐ For Your Comments
☐ For Your Approval

HARD COPY WILL BE SENT:
☐ Via Regular Mail
☐ Overnight Mail
☐ Via Facsimile Only
☐ Will Not Follow

Audit # H030002503305

FILED
03 AUG -8 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CITY OF CARS FINANCE CO., a Florida Corporation
(Document No. K55716; Incorporated 12/27/1988)
INTO

CITY OF CARS, INC., a Florida corporation
(Document No. 259505; Incorporated 05/31/1962)

EFFECTIVE DATE
8-31-03

Under Section 607.1105 of Florida Statutes

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are **CITY OF CARS FINANCE CO.** and **CITY OF CARS, INC.** The surviving corporation is **CITY OF CARS, INC.**

SECOND: The Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The plan of merger was duly adopted by the unanimous vote of the Directors and shareholders of each party to the merger on the 25th day of July, 2003.

FOURTH: This merger shall be effective on the 31st day of August, 2003, pursuant to the provisions of Section 607.1105(1)(b), Florida Statutes.

H. John Feldman, Esquire
Cauthen & Feldman, P.A.
Attorneys at Law
215 North Joanna Avenue
Tavares, FL 32778
(352)343-2225
Florida Bar #0382965
Audit # H030002503305

08/08/2003 15:03 FAX 3523437758

CAUTHEN & FELDMAN, PA

003/008

Audit # H030002503305

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 25th day of July, 2003

CITY OF CARS FINANCE CO.

By [Signature]
Ross Golden, President

ATTEST [Signature]
Judee Golden, Secretary

CITY OF CARS, INC.

By [Signature]
Greg Golden, President

ATTEST [Signature]
Greg Golden, Secretary

H030002503305

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated the 25th day of July, 2003, between CITY OF CARS FINANCE CO., a Florida corporation, and CITY OF CARS, INC., a Florida corporation, said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, CITY OF CARS FINANCE CO. is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 100,000 shares of common stock, of which as of the date hereof 1,000 shares of voting stock and 99,000 shares of non-voting stock were validly issued and outstanding.

WHEREAS, CITY OF CARS, INC. is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 500,000 shares of common stock, of which as of the date hereof 5,000 shares of voting stock and 495,000 shares of non-voting stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that CITY OF CARS FINANCE CO. be merged into CITY OF CARS, INC.

WHEREAS, the Shareholders of CITY OF CARS FINANCE CO. will receive in exchange for their stock in CITY OF CARS FINANCE CO., common stock of CITY OF CARS, INC., as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that CITY OF CARS FINANCE CO. shall be merged with and into CITY OF CARS, INC. in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I

THE CONSTITUENT CORPORATIONS

The names of the Constituent Corporations to the merger are CITY OF CARS FINANCE CO., a Florida corporation, (Florida Charter No. K55716) and CITY OF CARS, INC., a Florida corporation, (Florida Charter No. 259505).

H030002503305

ARTICLE II
THE MERGER; THE SURVIVING CORPORATION

On the Effective Date, as hereinafter defined, **CITY OF CARS FINANCE CO.** shall be merged into **CITY OF CARS, INC.**, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act). **CITY OF CARS, INC.** shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

ARTICLE III
THE EFFECT OF THE MERGER

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be **CITY OF CARS, INC.** From and after such filing, the separate existence **CITY OF CARS FINANCE CO.** shall cease, while the corporate existence of **CITY OF CARS, INC.**, shall continue unaffected and unimpaired. **CITY OF CARS, INC.** shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. **CITY OF CARS, INC.** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in **CITY OF CARS, INC.** without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. **CITY OF CARS, INC.** shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or **CITY OF CARS, INC.** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

ARTICLE IV
SUPPLEMENTARY ACTION

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in **CITY OF CARS, INC.** the

H030002503305

title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in CITY OF CARS, INC. and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V
CERTIFICATE OF INCORPORATION AND
BY-LAWS; OFFICERS AND DIRECTORS

(a) The Certificate of Incorporation and By-Laws of CITY OF CARS, INC., as heretofore amended and in effect on the Effective Date, shall remain the Certificate of Incorporation and By-Laws of CITY OF CARS, INC., until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

(b) The persons who shall serve as directors of CITY OF CARS, INC. shall be:

Ross L. Golden
Greg Golden

The persons who shall serve as officers of CITY OF CARS, INC. and the offices in which they shall serve, shall be:

President:	Greg Golden
Vice President:	Greg Golden
Secretary:	Greg Golden
Treasurer:	Greg Golden

ARTICLE VI
TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS

(a) Each share of the common stock of CITY OF CARS, INC., outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.

(b) Each share of the common stock of CITY OF CARS FINANCE CO., outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled.

H030002503305

and the common stock of CITY OF CARS FINANCE CO., cash, securities or other property to be issued in respect thereof shall be as follows:

1. CITY OF CARS, INC. shall issue to Ross L. Golden, Trustee of the Ross L. Golden Family Trust dated May 27, 1998, as amended, in exchange for his 1,000 shares of voting common stock of CITY OF CARS FINANCE CO., and 66,565 shares of non-voting common stock of CITY OF CARS FINANCE CO. 10 shares of the authorized voting common stock of CITY OF CARS, INC. and 666 shares of the authorized non-voting common stock of CITY OF CARS, INC.

2. CITY OF CARS, INC. shall issue to Gregory A. Goldea, Trustee of the Gregory A. Golden Family Trust dated July 26, 1999, in exchange for his 32,435 shares of non-voting common stock of CITY OF CARS FINANCE CO., 324 shares of the authorized non-voting common stock of CITY OF CARS, INC.

ARTICLE VII

APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act on the 25th day of July, 2003. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida.

ARTICLE VIII

EFFECTIVE DATE

The merger of CITY OF CARS FINANCE CO. into CITY OF CARS, INC. shall become effective the 31st day of August, 2003 in accordance with the Florida Business Corporation Act. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX

COVENANTS OF CITY OF CARS FINANCE CO.

CITY OF CARS FINANCE CO. covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

H030002503305

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

CITY OF CARS FINANCE CO.
a Florida corporation

By: 

Ross Golden, President

CITY OF CARS, INC., a Florida corporation

By: 

Greg Golden, President