

312631

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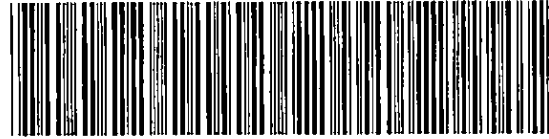
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ARTICLES OF MERGER 2017

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Tri-States Automotive Warehouse, Inc.	Florida	312631

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Marianna Auto Parts & Supply Company, Inc.	Florida	237710

FILED
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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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.

OR 1 / 1 / 2018 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 November 1, 2017.

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 merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
 The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 1, 2017.

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

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Tri-States Automotive Warehouse

William J. Stevens

William L. Stevens, President

Marianna Auto Parts & Supply.

May C. Stevens

Mary C. Stevens, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Tri-States Automotive Warehouse, Inc.	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Marianna Auto Parts & Supply Company, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

Marianna Auto Parts & Supply Company, Inc. ("Merging Corporation") shall be merged with and into Tri-States Automotive Warehouse, Inc. (the "Surviving Corporation"), to exist and be governed by the laws of the State of Florida. The name of the Surviving Corporation shall be Tri-States Automotive Warehouse, Inc. When this agreement shall become effective, the separate corporate existence of Merging Corporation shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of Merging Corporation and shall be subject to all the debts and liabilities of the Merging Corporation in the same manner as if the Surviving Corporation had itself incurred them. The Surviving Corporation will carry on business with the assets of Merging Corporation, as well as with the assets of Surviving Corporation.

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
See Attachment to Plan of Merger

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

ATTACHMENT TO PLAN OF MERGER

I. Supplement to Article 4.

(a) The shareholders of both Merging Corporation and Surviving Corporation will surrender all of their shares. In exchange for the shares of Merging Corporation and Surviving Corporation surrendered by their shareholders, the Surviving Corporation will issue and transfer to these shareholders, on the basis set forth in subsections (b) and (c) below, shares of its Series A Voting and Series B Non-Voting common stock. The Surviving Corporation will amend its Articles of Incorporation as herein set forth to provide for issuance of additional shares of Series A Voting and Series B Non-Voting common stock to be used in the exchange.

(b) The total number of Series A Voting common stock of Surviving Corporation to be issued in the exchange to the holders of Series A Voting common stock of both Merging Corporation and Surviving Corporation shall be determined by the following formula:

- (i) Total value of Surviving Corporation Series A Voting shares at \$467.62/share
- (ii) Plus total value of Merging Corporation Series A Voting shares at \$29.54/share
- (iii) Divided by Total Combined Value of Merging Corporation and Surviving Corporation;
- (iv) Multiplied by 100,000; and
- (v) Rounded to the nearest whole share.

(c) The total number of Series B Non-Voting common stock of Surviving Corporation to be issued in the exchange to the holders of Series B Non-Voting common stock of both Merging Corporation and Surviving Corporation shall be determined by the following formula:

- (vi) Total value of Surviving Corporation Series B Non-Voting shares at \$429.23/share
- (vii) Plus total value of Merging Corporation Series B Non-Voting shares at \$26.60/share
- (viii) Divided by Total Combined Value of Merging Corporation and Surviving Corporation;
- (ix) Multiplied by 100,000; and
- (x) Rounded to the nearest whole share.

II. Amendment to Articles of Incorporation of Surviving Corporation.

Section III of the Articles of Incorporation, as amended, is further amended by deleting said Section in its entirety and substituting therefor the following as new Section III:

"The aggregate number of shares of capital stock that the corporation is authorized to issue is 100,000 shares of common stock, \$1.00 par value, which shall be divided into two (2) series,

the first being Series A Voting Common Stock, \$1.00 par value, of which there shall be 2,216 authorized shares, and the second being Series B Non-Voting Common Stock, \$1.00 par value, of which there shall be 97,784 authorized shares. The term "common stock" as used herein shall refer to and include all shares of Common Stock, whether Series A Voting or Series B Non-Voting.

Each share of Series A Voting Common Stock, \$1.00 par value, shall entitle the holder thereof to one (1) vote for each such share on all matters upon which shareholders have the right to vote.

Each share of Series B Non-Voting Common Stock, \$1.00 par value, shall be equal to each share of Series A Voting Common Stock, \$1.00 par value, in every respect (including but not limited to the right to receive ordinary and liquidating dividends) except that the holders of Series B Non-Voting Common Stock, \$1.00 par value, shall not be entitled to vote on matters upon which shareholders are entitled to vote, except as otherwise required by the laws of the State of Florida."