

362039

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

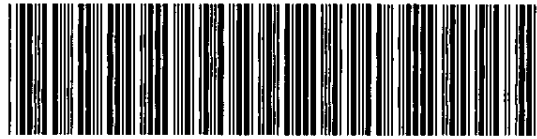
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SECRETARY OF STATE  
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Merge  
Tellers  
12.4.08

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Jack Caruso's Regency Dodge, Inc.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Samuel L. LePrell

(Contact Person)

Samuel L. LePrell, Attorney and Counselor at Law

(Firm/Company)

1930 San Marco Boulevard, Suite 201

(Address)

Jacksonville, Florida 32207

(City/State and Zip Code)

For further information concerning this matter, please call:

Samuel L. LePrell

(Name of Contact Person)

At ( 904 ) 390-2705

(Area Code & Daytime Telephone Number)



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

NOV 17 AM 9:00

RECEIVED



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 20, 2008

SAMUEL L. LEPRELL  
SAMUEL L. LEPRELL, P.A.  
1930 SAN MARCO BLVD., SUITE 201  
JACKSONVILLE, FL 32207

SUBJECT: JACK CARUSO'S REGENCY DODGE, INC.  
Ref. Number: 362039

We have received your document for JACK CARUSO'S REGENCY DODGE, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$78.75.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis  
Document Specialist Supervisor

Letter Number: 408A00057914

# **ARTICLES OF MERGER**

**(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)
Jack Caruso's Regency Dodge, Inc.	Florida	362039

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Caruso Chrysler Jeep, Inc.	Florida	F94853
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (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.)

**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 14, 2008.

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 14, 2008.

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

(Attach additional sheets if necessary)

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2008 DEC - 1 AM 8:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

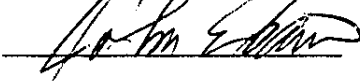
Typed or Printed Name of Individual & Title

Jack Caruso's Regency Dodge, Inc.



J.E. Caruso, President

Caruso Chrysler Jeep, Inc.



John E. Caruso, President

## **PLAN OF MERGER**

Merger between **JACK CARUSO'S REGENCY DODGE, INC.**, a Florida corporation (the "Surviving Corporation") and **CARUSO CHRYSLER JEEP, INC.**, a Florida corporation (the "Disappearing Corporation"), (the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Sections 607.1101 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. **Distribution to Shareholders of the Constituent Corporations.** Upon the Effective Date, each share of the Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for 0.40 share of the Surviving Corporation's stock in accordance with this Plan. Each share of the Surviving Corporation's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of the Surviving Corporation's stock.

3. **Satisfaction of Rights of Disappearing Corporation's Shareholders.** All shares of the Surviving Corporation's stock into which shares of the Disappearing Corporation's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. **Fractional Shares.** Fractional shares of the Surviving Corporation's stock will not be issued.

5. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Corporation shall cease, and the Surviving Corporation shall be fully vested in the Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

6. **Supplemental Action.** If at any time after the Effective Date the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Corporation or the Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided in the Agreement of Merger of which this Plan is a part, the Disappearing Corporation and the Surviving Corporation shall cause their respective President to execute Articles of Merger in the

form attached to this Agreement and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

9. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

**JACK CARUSO'S REGENCY DODGE, INC.**

By:   
J.E. Caruso, President

Dated: November 14, 2008

**CARUSO CHRYSLER JEEP, INC.**

By:   
John E. Caruso, President

Dated: November 14, 2008