

418683

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

ALAMO RENT-A-CAR (PUERTO RICO), INC., a Delaware corporation, not
qualified in Florida

INTO

ALAMO RENT-A-CAR, INC., a Florida corporation, 418683.

File date: December 31, 1996

Corporate Specialist: Karen Gibson

Document Number Only

418683

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002042048--7
-12/31/96--01031--020
*****70.00 *****70.00

EFFECTIVE DATE

10/31/96

Alamo Rent-A-Car (Puerto Rico), Inc.

Merged into:

Alamo Rent-A-Car, Inc.

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

- ☐ Amendment
☐ Dissolution/Withdrawal

☒ Merger

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

- ☐ Annual Report
☐ Reservation
☐ Photo Copies

- ☐ Other
☐ Change of R.A.
☐ Fictitious Name
☐ CUS

- ☐ Call When Ready
☒ Walk In
☐ Mail Out

- ☐ Call if Problem
☐ Will Wait

- ☐ After 4:30
☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

12/20/96

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CR2E031 (1-89)

RECEIVED
DEC 31 1996
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
ALAMO RENT-A-CAR (PUERTO RICO), INC.
(a Delaware corporation)
WITH AND INTO
ALAMO RENT-A-CAR, INC.
(a Florida corporation)

FILED
96 DEC 31 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
12-31-96

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), Alamo Rent-A-Car (Puerto Rico), Inc., a Delaware corporation (the "Merging Company"), and Alamo Rent-A-Car, Inc., a Florida corporation (the "Surviving Corporation"), hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are those companies referred to herein as the Merging Company and the Surviving Corporation. Surviving Corporation is the surviving corporation in the Merger.
2. The Plan of Merger was adopted by the Board of Directors of the Parent Corporation, of which the Merging Company is a wholly owned subsidiary, on December 31, 1996. A copy of the Plan of Merger is attached hereto as Exhibit "A" and is incorporated by reference as if fully set forth herein.
3. A copy of the plan of merger was not mailed by the Surviving Corporation to the shareholders of the Merging Company since the Surviving Corporation is the sole shareholder of the Merging Company.
4. The effective date of the Merger shall be December 31, 1996..

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed
this 31 day of December, 1996.

ALAMO RENT-A-CAR, INC.

By: 

Richard L. Handley, Executive Vice President

ALAMO RENT-A-CAR (PUERTO RICO), INC.

By: 

Richard L. Handley, Executive Vice President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") having been adopted on December 31, 1996, by Alamo Rent-A-Car, Inc., a Florida Corporation ("Parent Corporation") regarding the merger of Alamo Rent-A-Car (Puerto Rico), Inc., a Delaware corporation (the "Merging Company") with and into the Parent Corporation.

RECITALS

The Board of Directors of the Parent Corporation has determined that it is advisable and in the best interest of the Parent Corporation and its shareholders that the Merging Company be merged (the "Merger") with and into the Parent Corporation on the terms and subject to the conditions set forth herein. The Parent Corporation is the surviving corporation in the Merger.

ARTICLE I

The Merger

At the Effective Time (as defined in Article III(A) hereof), the Merging Company shall be merged with and into the Parent Corporation in accordance with the Florida Business Corporation Act (the "Act"), and the separate existence of the Merging Company shall cease and the Parent Corporation shall thereafter continue as the surviving corporation under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Parent Corporation.

B. At the Effective Time, the Bylaws of the Parent Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Parent Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Parent Corporation.

C. At the Effective Time, the directors of the Parent Corporation shall be the directors of the Parent Corporation, until their successors are duly elected and have qualified, and shall be those persons identified on Exhibit "1," attached hereto and incorporated by reference.

D. At the Effective Time, the officers of the Parent Corporation shall be the officers of the Parent Corporation until their successors are duly elected and have qualified.

ARTICLE II

Manner and Basis of Converting Shares

At the Effective Time, each share of common stock of the Merging Company (the "Merging Company Common Stock"), which shall be issued and outstanding (including shares of Merging Company Common Stock held in treasury), shall be automatically canceled and extinguished without any conversion thereof.

ARTICLE III

Effect of Merger

- A. The effective time of the Merger (the "Effective Time") shall be December 31, 1996.
- B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Company shall vest in the Parent Corporation, and all debts, liabilities, duties and obligations of the Merging Company shall become liabilities and obligations of the Parent Corporation

EXHIBIT B

Upon completion of the Merger, the Directors of the Parent Corporation are as follows:

Richard L. Handley
450 East Las Olas Blvd., Ste. 1400
Fort Lauderdale, FL 33301

Thomas W. Hawkins
450 East Las Olas Blvd., Ste. 1400
Fort Lauderdale, FL 33301

Document Number Only

418683

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

Rising Moon, Inc. / Alamo Automobile Sales, Inc. / Alamo Shuttle, Inc. / 110 Tower Restaurants, Inc. / Alazys, Inc. Corporate Planners & Developers, Inc. / Alamo Leasing Corporation merging into:
Alamo Rent-A-Car, Inc.

800002046978--1
-01706797--01045--023
****280.00 ****280.00

- ☐ Profit
☐ NonProfit
☐ Limited Liability Company
☐ Foreign

☐ Amendment

☒ Merger

☐ Dissolution/Withdrawal

☐ Mark

- ☐ Limited Partnership
☐ Reinstatement
☐ Limited Liability Partnership
☐ Certified Copy

- ☐ Annual Report
☐ Reservation
☐ Photo Copies

- ☐ Other
☐ Change of R.A.
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- ☐ Call When Ready
☒ Walk In
☐ Mail Out

- ☐ Call if Problem
☐ Will Wait

- ☐ After 4:30
☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

12/20/96

12/31

CR2E031 (1-89)

ARTICLES OF MERGER

OF

**RISING MOON, INC.,
ALAMO AUTOMOBILE SALES, INC.,
ALAMO SHUTTLE, INC.,
110 TOWER RESTAURANTS, INC.,
ALASYS, INC.,
CORPORATE PLANNERS & DEVELOPERS, INC.,
ALAMO LEASING CORPORATION
(all Florida corporations)**

WITH AND INTO

**ALAMO RENT-A-CAR, INC.
(a Florida corporation)**

96 DEC 31 PM 1:42
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Business Corporation Act (the "Act"), Rising Moon, Inc., Alamo Automobile Sales, Inc., Alamo Shuttle, Inc., 110 Tower Restaurants, Inc., Alasys, Inc., Corporate Planners & Developers, Inc. and Alamo Leasing Corporation, all Florida corporations (the "Merging Companies"), and Alamo Rent-A-Car, Inc., a Florida corporation (the "Surviving Corporation"), hereby execute and adopt the following Articles of Merger and certify as follows:


1. Republic Industries, Inc. is a corporation organized under the laws of the State of Delaware (the "Parent Corporation") and owns One Hundred percent (100%) of the shares of the Merging Companies and the Surviving Corporation, all of which corporations are organized under the laws of the State of Florida.
2. The plan of merger attached hereto as Exhibit "A" and incorporated herein by reference as if fully set forth herein ("Plan of Merger") was adopted by the Board of Directors of the Parent Corporation by unanimous consent in writing by the Executive Committee thereof on December 31, 1996.
3. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are those companies collectively referred to herein as the Merging Companies, and the Surviving Corporation. Surviving Corporation is the surviving corporation in the Merger.

4. A copy of the Plan of Merger was not mailed by the Parent Corporation to the shareholders of the Merging Companies since the Parent Corporation is the sole shareholder of the Merging Companies and the Surviving Corporation.

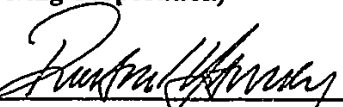
5. The effective date of the Merger shall be December 31, 1996..

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed this 31 day of December, 1996.

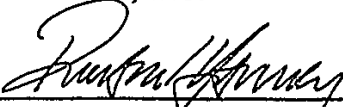
REPUBLIC INDUSTRIES, INC.
(Parent Corporation)

By: 
Richard L. Handley, Senior Vice President

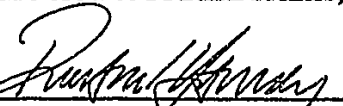
ALAMO RENT-A-CAR, INC.
(Surviving Corporation)

By: 
Richard L. Handley, Executive Vice President

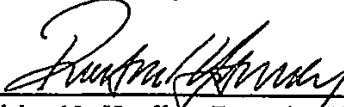
RISING MOON, INC.

By: 
Richard L. Handley, Executive Vice President

ALAMO AUTOMOBILE SALES, INC.

By: 
Richard L. Handley, Executive Vice President

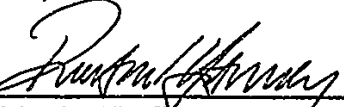
ALAMO SHUTTLE, INC.

By: 
Richard L. Handley, Executive Vice President


110 TOWER RESTAURANTS, INC.

By: 
Richard L. Handley, Executive Vice President

ALASYS, INC.

By: 
Richard L. Handley, Executive Vice President

**CORPORATE PLANNERS & DEVELOPERS,
INC.**

By: 
Richard L. Handley, Executive Vice President

ALAMO LEASING CORPORATION


By: 
Richard L. Handley, Executive Vice President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (this "Plan") having been adopted on December 31, 1996, by Republic Industries, Inc., a Delaware Corporation ("Parent Corporation") regarding the merger of Rising Moon, Inc., Alamo Automobile Sales, Inc., Alamo Shuttle, Inc., 110 Tower Restaurants, Inc., Alasys, Inc., Corporate Planners & Developers, Inc., and Alamo Leasing, Inc., all Florida corporations (the "Merging Companies") with and into Alamo Rent-A-Car, Inc., a Florida corporation (the "Surviving Corporation"), all of which Merging Companies and Surviving Corporation are wholly owned subsidiaries of Parent Corporation.

RECITALS

The Board of Directors of the Parent Corporation has determined that it is advisable and in the best interest of the Parent Corporation, its shareholders and the Surviving Corporation that the Merging Companies be merged (the "Merger") with and into the Surviving Corporation on the terms and subject to the conditions set forth herein. The Surviving Corporation is the surviving corporation in the Merger.

ARTICLE I

The Merger

At the Effective Time (as defined in Article III(A) hereof), the Merging Companies shall be merged with and into the Surviving Corporation in accordance with the Florida Business Corporation Act (the "Act"), and the separate existences of the Merging Companies shall cease and the Surviving Corporation shall thereafter continue as the surviving corporation under the laws of the State of Florida.

A. At the Effective Time, the Articles of Incorporation of the Surviving Corporation, 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 Surviving Corporation, 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 directors of the Surviving Corporation shall be the directors of the Surviving Corporation, until their successors are duly elected and have qualified, and shall be those persons identified on Exhibit "1," attached hereto and incorporated by reference.

D. At the Effective Time, the officers of the Surviving Corporation shall be the officers of the Surviving Corporation until their successors are duly elected and have qualified.

ARTICLE II

Manner and Basis of Converting Shares

At the Effective Time, each share of common stock of the Merging Companies (the "Merging Companies Common Stock"), which shall be issued and outstanding (including shares of Merging Companies Common Stock held in treasury), shall be automatically canceled and extinguished without any conversion thereof.

ARTICLE III

Effect of Merger

A. The effective time of the Merger (the "Effective Time") shall be December 31, 1996.

B. At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Companies shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Companies shall become liabilities and obligations of the Surviving Corporation

EXHIBIT B

Upon completion of the Merger, the Directors of the Surviving Corporation are as follows:

Richard L. Handley
450 East Las Olas Blvd., Ste. 1400
Fort Lauderdale, FL 33301

Thomas W. Hawkins
450 East Las Olas Blvd., Ste. 1400
Fort Lauderdale, FL 33301

418683

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RISING MOON, INC., a Florida corporation, document number S26211

ALAMO AUTOMOBILE SALES, INC., a Florida corporation, document number J46703

ALAMO SHUTTLE, INC., a Florida corporation, document number J46349

110 TOWER RESTAURANTS, INC., a Florida corporation, document number P93000080642

ALASYS, INC., a Florida corporation, document number P95000045422

CORPORATE PLANNING & DEVELOPERS, INC., a Florida corporation, document number M39337

ALAMO LEASING CORPORATION, a Florida corporation, document number S55780

INTO

ALAMO RENT-A-CAR, INC., a Florida corporation, 418683.

File date: December 31, 1996

Corporate Specialist: Karen Gibson