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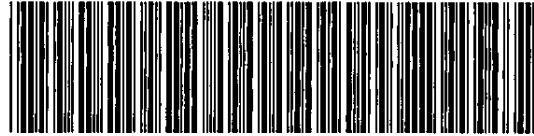
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*Merger
Tewis*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**DAVIES
PEARSON, P.C.**
ATTORNEYS AT LAW

A PROFESSIONAL CORPORATION

920 FAWCETT - P.O. BOX 1657
TACOMA, WASHINGTON 98401

TELEPHONE (253) 620-1500
TOLL-FREE (800) 439-1112
FACSIMILE (253) 572-3052

WWW.DPEARSON.COM
DAVIES@DPEARSON.COM

RONALD L. COLEMAN
EDWARD S. WINSKILL
RICHARD H. BENEDETTI
PETER T. PETRICH
PATRICIA C. FETTERLY
CLIFFORD G. MOREY
JAMES R. TOMLINSON
ANNE G. PECK
MONTE BERSANTE
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JAMES B. LYNCH
LAMONT C. LOO*
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BENJAMIN R. SLIGAR
SOK-KHIENG K. LIM
BRIAN M. KING*
KNOWRASA T. PATRICK-
ROUNDTREE
CSILLA MUHL

OF COUNSEL
BERTIL F. JOHNSON
JOHN C. KOUKLIS
LARRY E. LEVY
CLAUDE M. PEARSON
VINCENT L. GADBOW
(1924-2005)
DENNIS G. SEINFELD
(1940-2005)

*ALSO LICENSED IN OREGON

May 23, 2007

TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

SUBJECT: BOLESKY INTENTIONS, INC., A Washington Corporation
(Name of Surviving Corporation)

Dear Sir/Madam:

The enclosed **Articles of Merger** are submitted for filing. We also enclose a check of \$78.75, \$35 for each of the two corporations, plus certified copy fee of \$8.75.

Also enclosed are the Plan of Merger, and the Corporate Merger/ Reorganization Agreement. The effective date of merger is to be the date of filing.

Please process these documents in your usual course. There will be no further renewal for the Florida corporation Bolesky/Nolte Intention, Inc., and it is our understanding that the State records will show that this corporation has been merged/administratively dissolved.

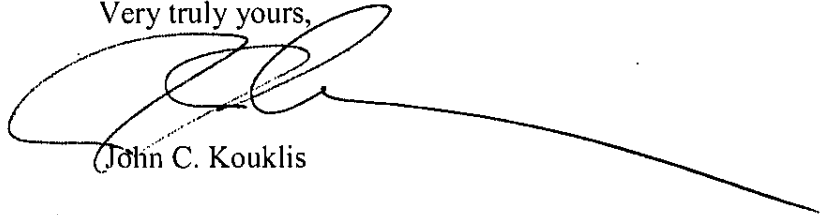
Please return all correspondence concerning this matter to following:

JOHN C. KOUKLIS
DAVIES PEARSON, PC
P.O. BOX 1657
920 S. FAWCETT
TACOMA, WA 98401

Area Code & Daytime Telephone Number is 253 205-1802 (cell).

Thank you,

Very truly yours,

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke extending to the right.

John C. Kouklis

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; and the Washington Business Corporation Act, Chapter 23B.11 RCW:

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BOLESKY INTENTIONS, INC	Washington State	UBI # 602 725

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BOLESKY/NOLTE INTENTION, INC	Florida	FEI # 591791371

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 TALLAHASSEE, FLORIDA

Third: The Plan of Merger is enclosed.

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

Fifth: Adoption of Merger by **surviving** corporation:

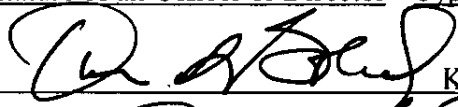
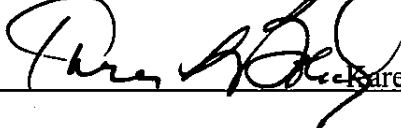
The Plan of Merger was adopted by the shareholders and directors of the surviving corporation on May 15, 2007

Sixth: Adoption of Merger by **merging** corporation:

The Plan of Merger was adopted by the shareholders and directors of the merging corporation(s) on May 15, 2007

(Additional sheets are enclosed)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
BOLESKY INTENTIONS, INC		Karen L. Bolesky, President, Sole Director
BOLESKY/NOLTE INTENTION, INC		Karen L. Bolesky, President, Sole Director

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>
<u>BOLESKY INTENTIONS, INC.</u>	<u>WASHINGTON STATE</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>BOLESKY/NOLTE INTENTION, INC</u>	<u>FLORIDA</u>

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

*BOLESKY/NOLTE INTENTION, INC (B/N) will be merged *into* BOLESKY INTENTIONS, INC. (BII), a Washington corporation, immediately upon filing Articles of Merger.

*BII will be the surviving corporation; B/N shall forthwith cease to exist.

*Details of other terms and conditions are included in the enclosed "Agreement of Merger."

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 as follows:

*600 issued and outstanding shares of B/N will be converted to 600 shares of BII.

*The Articles of Incorporation of the surviving corporation, BII, are also enclosed. - *returned*

(See additional sheets)

CORPORATE MERGER/REORGANIZATION AGREEMENT
OF
BOLESKY/NOLTE INTENTION, INC.
(A FLORIDA CORPORATION DOING BUSINESS IN WASHINGTON)
INTO
BOLESKY INTENTIONS, INC.,
A WASHINGTON CORPORATION

Agreement of Merger effective the 15th day of May, 2007, between **BOLESKY/NOLTE INTENTION, INC.**, a Florida corporation (B/N), and a majority of the directors thereof; and **BOLESKY INTENTIONS, INC.**, a Washington corporation (BII), and a majority of the directors thereof.

WHEREAS, (B/N) Juan has an authorized capital stock consisting of Six Hundred (600) shares of common stock, par value \$1.00 per share of which Six Hundred (600) shares have been duly issued and are now outstanding; and

WHEREAS, the registered office of B/N in the state of Florida is located at 4900 Creekside Dr., Clearwater FL 33760, and Karen L. Bolesky is the registered agent upon whom process against B/N may be served within the state of Florida; and

WHEREAS, BII has an authorized capital stock consisting of One Thousand (1,000) shares of voting common stock without par value, of which as of this date Six Hundred (600) shares were duly issued and outstanding; and

WHEREAS, the principal office of BII in the state of Washington is located at 730 Gravity Way, Buckley, Washington 98321, and the registered agent and its office thereof upon whom process against BII may be served within the state of Washington is; Karen L. Bolesky, 730 Gravity Way, Buckley, Washington 98321, and

WHEREAS, the Board of Directors of B/N and BII respectively deem it advisable and generally to the advantage and welfare of the two corporate parties and their respective shareholders, that the Florida corporation merge with the Washington corporation pursuant to the laws of the states of Florida and Washington, respectively, and pursuant to the Internal Revenue Code, § 368(a)(1)(F) and the regulations thereunder.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Merger.** B/N shall be and it hereby is merged into BII.
2. **Effective Date.** This Agreement of Merger shall become effective immediately upon filing of Articles of Merger and compliance with the laws of the states of Florida and Washington, respectively ("Effective Date").
3. **Surviving Corporation.** BII shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Washington, but the separate corporate existence of B/N shall cease forthwith upon the Effective Date.
4. **Authorized Capital.** The authorized capital stock of BII following the Effective Date shall be One Thousand (1,000) shares of voting common stock, non-par, unless and until the same shall be changed in accordance with the laws of the State of Washington.
5. **Certificate of Incorporation.** The Certificate of Incorporation set forth as Appendix A hereto and incorporated herein by this reference shall be the Certificate of Incorporation of BII following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or appeal is hereby expressly reserved and all rights or powers of whatsoever nature conferred in such Certificate of Incorporation or herein upon any shareholder, director, or officer of BII or upon any other person whomsoever are subject to this reserved power. Such Certificate of Incorporation shall constitute the Certificate of Incorporation of BII separate and apart from this Agreement of Merger and may be separately certified as the Certificate of Incorporation of BII.
6. **Bylaws.** The Bylaws set forth as Appendix B and incorporated herein by this reference shall be the Bylaws of BII following the Effective Date unless and until the same shall be amended or appealed in accordance with the provisions thereof.
7. **Further Assurance of Title.** If at any time BII shall consider or be advised that any acknowledgments or assurances in law or other similar actions are

necessary or desirable in order to acknowledge or confirm in and to BII any right, title, or interest of B/N held immediately prior to the Effective Date, B/N and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in BII as shall be necessary to carry out the purposes of this Agreement of Merger and BII and the proper officers and directors thereof are fully authorized to take any and all such actions in the name of B/N or otherwise.

8. **Retirement of Stock.** Forthwith upon the Effective Date, each of the Six Hundred (600) shares of voting common stock of B/N presently issued and outstanding shall be retired after conversion to shares of BII stock as follows:

9. **Conversion of Stock.** Upon the Effective Date, each of the issued and outstanding shares of common stock of B/N and all rights in respect thereof shall be converted into Six Hundred (600) of paid and non-assessable shares of voting common stock of BII and each certificate nominally representing shares of common stock of B/N shall for all purposes be deemed to evidence the ownership of such number of shares of voting common stock of BII but as certificates nominally representing shares of common stock of B/N are surrendered for transfer, BII will cause to be issued certificates representing shares of voting common stock of BII and at any time upon surrender by any holder of certificates nominally representing shares of common stock of B/N, BII will cause to be issued therefor certificates for such number of shares of voting common stock of BII as above described.

10. **Book Entries.** The merger contemplated hereby shall be treated as a pooling of interest and as of the Effective Date, entries shall be made upon the books of BII in accordance with the following:

(a) The assets and liabilities of B/N shall be recorded at the amounts at which they are carried on the books of B/N immediately prior to the Effective Date with appropriate adjustment to reflect the retirement of the Six Hundred Fifty (600) shares of common stock of B/N presently issued and outstanding.

(b) There shall be credited to the capital surplus account an amount equal to that carried on the capital surplus account of B/N immediately prior to the Effective Date.

(c) There shall be credited to the earned surplus account an amount to that carried on the earned surplus account of B/N immediately prior to the Effective Date.

11. **Directors.** The names and addresses of the first director of BII following the Effective Date, and who shall hold office from the Effective Date until the annual meeting of the shareholders of BII held in 2007 and until her successor is duly elected and qualified, is as follows:

Karen L. Bolesky
730 Gravity Way
Buckley, Washington 98321

12. **Officers.** The names and addresses of the first officers of Auburn Nissan following the Effective Date, who shall be three (3) in number and who shall hold office from the Effective Date until their successors are duly elected and qualified or until they shall resign or be removed from office, are as follows:

President: Karen L. Bolesky
730 Gravity Way
Buckley, Washington 983321

Secretary: Karen L. Bolesky
730 Gravity Way
Buckley, Washington

Treasurer: Karen L. Bolesky
730 Gravity Way
Buckley, Washington 98321

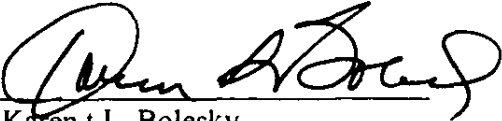

13. **Vacancies.** If upon the Effective Date a vacancy shall exist in the Board of Directors or in any of the offices of BII, as the same are specified above, such vacancies shall thereafter be filled in the manner provided by law and the Bylaws of BII.

14. **Termination.** This Agreement of Merger and Reorganization may be terminated and abandoned by action of the Board of Directors of BII at any time prior to


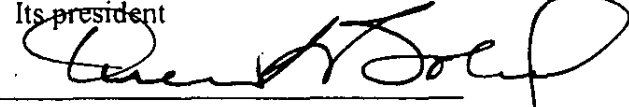
the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by the respective Board of Director, has caused this Agreement of Merger to be executed by a majority of its directors and shareholders.

**BOLESKY/NOLTE.
INTENTION, INC**

By 
Karen L. Bolesky
Its president

Karen L. Bolesky
Sole Director and Sole Shareholder

**BOLESKY
INTENTIONS, INC**

By 
Karen L. Bolesky
Its president

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