

683717

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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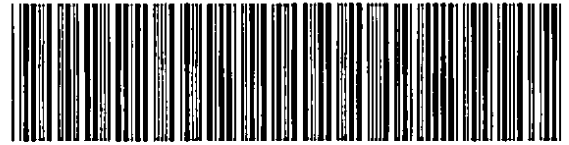
(Business Entity Name)

(Document Number)

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09/13/22--01019--024 \*\*70.00

Effective Date 9/30/22

2022 SEP 13 PM 3:22

merge/Name Change

SEP 13 2022

5:00 PM '22

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Nimnicht Holding Company  
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Gresham Stoneburner  
Contact Person

Stoneburner Berry Purcell & Campbell, PA  
Firm/Company

4312 Pawnee Street  
Address

Jacksonville FL 32210  
City/State and Zip Code

Gstoneburner@jaxlawgroup.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gresham Stoneburner At ( 904 ) 930 4083  
Name of Contact Person Area Code & Daytime Telephone Number

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

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## 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, F.S.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Nimnicht Holding Company	Florida	683717

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Nimnicht Chevrolet Company	Florida	326981

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on 11:59 p.m. on September 30, 2022.

**OR** \_\_\_\_\_ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**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 August 25, 2022.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_, 2022.

**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 on August 25, 2022.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_, 2022.

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CLERK OF COURT

Effective immediately upon the merger the Articles of Incorporation of the surviving corporation, Nimnicht Holding Company, are modified by deleting the first sentence of Article I and replacing it with the following:

Article I: The name of the Corporation is Nimnicht Chevrolet Company.

**Seventh: SIGNATURES FOR EACH CORPORATION**

NIMNICHT HOLDING COMPANY

A handwritten signature in black ink, appearing to read "Billie N. Nimnicht, III", written over a horizontal line.

By: Billie N. Nimnicht, III  
Its: President

NIMNICHT CHEVROLET COMPANY

A handwritten signature in black ink, appearing to read "Billie N. Nimnicht, III", written over a horizontal line.

By: Billie N. Nimnicht, III  
Its: President

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger") is dated as of August 25, 2022, by and between Nimnicht Holding Company, a Florida corporation ("Parent"), and Nimnicht Chevrolet Company, a Florida corporation ("Subsidiary").

WHEREAS, Parent owns all of the issued and outstanding shares of the capital stock of Subsidiary; and

WHEREAS, Parent is desirous of merging Subsidiary with and into Parent; and

WHEREAS, pursuant to Parent's and Subsidiary's respective Articles of Incorporation and By-Laws, the Boards of Directors of Parent and Subsidiary have each approved and adopted this Agreement providing for the merger (the "Merger") of Subsidiary with and into Parent in accordance with the applicable provisions of the Florida Business Corporation Act (the "Act") and upon the terms and subject to the conditions set forth herein; and

WHEREAS, Parent and Subsidiary intend (i) that the Merger shall constitute a "liquidation" within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code"), (ii) by approving resolutions authorizing this Agreement, to adopt this Agreement as a plan of liquidation within the meaning of Section 332 of the Code; and (iii) that the transactions contemplated by this Agreement be undertaken pursuant to such plan;

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Parent and Subsidiary hereby agree as follows:

Section 1. The Merger. At the Effective Time, and subject to and upon the terms and conditions of this Agreement and the Act, Subsidiary shall be merged with and into Parent, the separate corporate existence of Subsidiary shall cease, and Parent shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

Section 2. Effective Time. Unless this Agreement shall have been terminated, the parties hereto shall cause the Merger to be consummated by filing articles of merger as contemplated by the Act (the "Articles of Merger"), together with any required related certificates, with the Secretary of State of the State of Florida, in such forms as required by, and executed in accordance with the relevant provisions of, the Act. The Merger shall become effective at the time of the later to occur of such filings or at such later time specified in the Articles of Merger (the "Effective Time").

Section 3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Articles of Merger and the applicable provisions of the Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Subsidiary and Parent shall vest in the

Surviving Corporation, and all debts, liabilities and duties of Subsidiary and Parent shall become the debts, liabilities and duties of the Surviving Corporation.

Section 4. Effect on Securities, Etc. At the Effective Time, by virtue of the Merger and without any action on the part of Parent or Subsidiary, each share of capital stock of Subsidiary issued and outstanding immediately prior to the Effective Time shall be canceled and cease to exist without any consideration being payable therefor.

Section 5. Articles of Incorporation: By-Laws.

(a) At the Effective Time, the Articles of Incorporation of Parent, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law and such Articles of Incorporation of the Surviving Corporation.

(b) At the Effective Time, the By-laws of Parent, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended.

Section 6. Directors and Officers. The directors of Parent immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation, and the officers of Subsidiary immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

Section 7. Tax Consequences. The parties hereto intend that the Merger shall constitute a liquidation of Subsidiary within the meaning of Section 332 of the Code. The parties hereto hereby adopt this Agreement as a "plan of liquidation" within the meaning of Section 332 of the Code and Section 1.332-6 of the United States Treasury Regulations.


Section 8. Taking of Necessary Action: Further Action. Each of Parent and Subsidiary will take, and cause their affiliates to take, all such reasonable and lawful actions as may be necessary or appropriate in order to effectuate the Merger and the other transactions contemplated by this Agreement in accordance with this Agreement as promptly as possible. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Subsidiary and Parent, the officers and directors of Subsidiary and Parent immediately prior to the Effective Time are fully authorized in the name of their respective corporations or otherwise to take, and will take, all such lawful and necessary action.

Section 9. Termination of Merger. At any time after filing of the Articles of Merger with the Secretary of State of Florida but prior to the Effective Time, Parent and Subsidiary may terminate the Merger by mutual agreement and the filing of articles of termination in accordance with the Act.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized representatives of each of the above-named corporations, effective as of the day and year first above written.

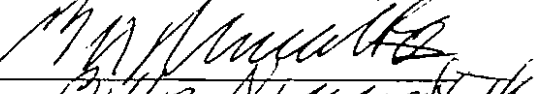
"Parent"

NIMNIGHT HOLDING COMPANY

  
By: Billie Nimnicht  
Its: President

"Subsidiary"

NIMNIGHT CHEVROLET COMPANY

  
By: Billie Nimnicht  
Its: President