

704842

(FAX)

P.001/010

<https://efile.sunbiz.org/scripts/efilcovr.ex>

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000299614 3)))

6-31-12



H120002996143ABC1

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
12/21

Division of Corporations
Fax Number : (850) 617-6380

000163.178414

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

Attn: Annette Ramsey

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
AAA AUTO CLUB SOUTH, INC.

Certificate of Status	0
Certified Copy	1
Page Count	109
Estimated Charge	\$218.75

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2012 DEC 21 PM 1:09

FILED

12/27/12



December 26, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AAA AUTO CLUB SOUTH, INC.
1513 N. WESTSHORE BLVD
TAMPA, FL 33607US

SUBJECT: AAA AUTO CLUB SOUTH, INC.
REF: 704842

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

12/21

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Articles of Merger for a Florida non-profit corporation are filed pursuant to 617.1105 Florida Statutes. Also please correct paragraph 2 section A of the plan of merger. It states that the Surviving Corporation shall continue as the surviving limited liability company.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H12000299614
Letter Number: 312A00030263

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE

12/21

~~ATTACHED FILE~~
12-31-12

H12000299614 3

2012 DEC 21 PM 1:09

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Non-Profit Corporations in accordance with section 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Peninsula Motor Club, Inc.	Florida	corporation
AAA Georgia, Inc.	Georgia	corporation
Georgia Motor Club, Inc.	Georgia	corporation
Mid-South Automobile Club, Inc.	Tennessee	corporation
ACS Group, Inc.	Florida	not for profit corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AAA Auto Club South, Inc.	Florida	not for profit corporation

THIRD: The Plan of Merger (attached as Exhibit A) was approved on behalf of Peninsula Motor Club, Inc. in accordance with the applicable provisions of the Florida Business Corporation Act, as amended, Florida Statutes, Chapter 607, and on behalf of ACS Group, Inc. in accordance with the applicable provisions of the Florida Not For Profit Corporation Act, as amended, Florida Statutes, Chapter 617.


FOURTH: The Plan of Merger was authorized and approved on behalf of AAA Georgia, Inc. and on behalf of Georgia Motor Club, Inc. in accordance with the applicable laws of the state of Georgia, and on behalf of Mid-South Automobile Club, Inc. in accordance with the applicable laws of the state of Tennessee.

FIFTH: The merger shall be effective on December 31, 2012.

H12000299614 3

SIXTH: Signatures for Each Party:

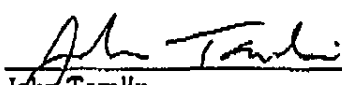
Peninsula Motor Club, Inc., a Florida corporation

By: 
John Tomlin
President

AAA Georgia, Inc., a Georgia corporation

By: 
John Tomlin
President

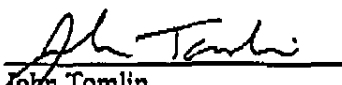
Georgia Motor Club, Inc., a Georgia corporation

By: 
John Tomlin
President

Mid-South Automobile Club, Inc., a Tennessee corporation

By: 
John Tomlin
President

ACS Group, Inc., a Florida not for profit corporation

By: 
John Tomlin
President

AAA Auto Club South, Inc., a Florida not for profit corporation

By: 
John Tomlin
President

Dated: December 20, 2012

H12000299614 3

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by John Tomlin, as President of Peninsula Motor Club, Inc., a Florida corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.

Rhonda S. Mendoza
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 188848

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by John Tomlin, as President of AAA Georgia, Inc., a Georgia corporation; on behalf of such corporation. He is personally known to me or has produced _____ as identification.

Rhonda S. Mendoza
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 188848

H12000299614 3

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by John Tomlin, as President of Georgia Motor Club, Inc., a Georgia corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.

Rhonda S. Mendoza
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 196648

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by John Tomlin, as President of Mid-South Automobile Club, Inc., a Tennessee corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.

Rhonda S. Mendoza
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2016
No. EE 196648

H12000299614 3

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by John Tomlin, as President of ACS Group, Inc., a Florida not for profit corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.

Rhonda S. Mendoza
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2018
No. EE 188848

STATE OF FloridaCOUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 20 day of December, 2012 by John Tomlin, as President of AAA Auto Club South, Inc., a Florida not for profit corporation, on behalf of such corporation. He is personally known to me or has produced _____ as identification.

Rhonda S. Mendoza
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA
Notary Public, State of Florida
My Comm. Expires June 20, 2018
No. EE 188848

H12000299614 3

Exhibit A
Plan of Merger

**PLAN OF MERGER AMONG PENINSULA MOTOR CLUB, INC., AAA GEORGIA, INC.,
GEORGIA MOTOR CLUB, INC., MID-SOUTH AUTOMOBILE CLUB, INC., ACS GROUP,
INC., AND AAA AUTO CLUB SOUTH, INC.**

This Plan of Merger is entered into by and among Peninsula Motor Club, Inc., a Florida corporation, AAA Georgia, Inc., a Georgia corporation, Georgia Motor Club, Inc., a Georgia corporation, Mid-South Automobile Club, Inc., a Tennessee corporation, and ACS Group, Inc., a Florida not for profit corporation (collectively, the Merging Entities"), for the purpose of merging, at the Effective Time (as defined below), the Merging Entities with and into AAA Auto Club South, Inc., a Florida not for profit corporation ("the Surviving Corporation") in accordance with the Florida Business Corporation Act, the Florida Not For Profit Corporation Act, the applicable laws of the states of Georgia and Tennessee, and the following agreements, terms and provisions set forth herein (the "Merger").

1. **Parties to Merger and Name of Surviving Corporation.** The name and jurisdiction of the Surviving Corporation is AAA Auto Club South, Inc., a Florida not for profit corporation. The names and jurisdictions of the Merging Entities are as follows: Peninsula Motor Club, Inc., a Florida corporation, AAA Georgia, Inc., a Georgia corporation, Georgia Motor Club, Inc., a Georgia corporation, Mid-South Automobile Club, Inc., a Tennessee corporation, and ACS Group, Inc., a Florida not for profit corporation.

2. **Terms and Conditions.** The terms and conditions of the Merger are as follows:

(a) At the Effective Time (as defined below), the Merging Entities will be merged with and into the Surviving Corporation, the separate existences of the Merging Entities shall cease and the Surviving Corporation shall continue as the surviving corporation.

(b) The Merger shall have the effects set forth in Section 617.1106 of the Florida Not For Profit Corporation Act, Section 607.1101 of the Florida Business Corporation Act, and those relevant portions of Georgia and Tennessee law with respect to a merger.

3. **Effective Time.** The Merger shall become effective (the "Effective Time") on December 31, 2012

4. **Manner and Basis of Converting of Interests.** The manner and basis of converting the shares and interests of each of Merging Entity and the Surviving Corporation shall be as follows:

(a) all shares of each Merging Entity (the "Merging Entity Interests") that are outstanding immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled without payment of any consideration and without conversion;

H12000299614 3

(b) the holders of the Merging Entity Interests shall cease to have any rights with respect to the Merging Entity Interests;

(c) the interests of the Surviving Corporation shall not be affected by the Merger.

5. Articles of Incorporation of the Surviving Corporation. 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 from and after the Effective Time until thereafter changed or amended as provided therein or by applicable law.

6. Approval. The Merger has previously been submitted to and approved by the Board of Directors of the Surviving Corporation and all of the Boards of Directors of the Merging Entities. The proper officers of the parties shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to effect the Merger contemplated by this Plan of Merger.

7. Termination. Notwithstanding the approval of this Plan of Merger by the Board of Directors of the Surviving Corporation and all of the Boards of Directors of the Merging Entities, the Merger may be abandoned at any time prior to the Effective Time, but not later than the Effective Time, upon the consent of both Surviving Corporation and the Merging Entities.

8. Counterparts. This Plan of Merger may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

9. Miscellaneous. This Plan of Merger shall be construed in accordance with the laws of the State of Florida. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto, and no other person shall have any rights or benefits whatsoever under this Plan of Merger, either as a third party beneficiary or otherwise. This Plan of Merger may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.


[Signature page to follow]

H12000299614 3

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of December __, 2012.

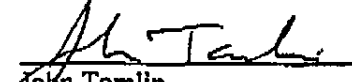
Peninsula Motor Club, Inc., a Florida
corporation

By:


John Tomlin
President


AAA Georgia, Inc., a Georgia
corporation

By:


John Tomlin
President


Georgia Motor Club, Inc., a Georgia
corporation

By:


John Tomlin
President


Mid-South Automobile Club, Inc.,
a Tennessee corporation

By:


John Tomlin
President


ACS Group, Inc., a Florida not for
profit corporation

By:


John Tomlin
President

AAA Auto Club South, Inc., a
Florida not for profit corporation

By:


John Tomlin
President