

704842 (FAX)

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

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From:

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

Att: 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
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FILED  
2012 DEC 21 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/27/12



December 26, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

AAA AUTO CLUB SOUTH, INC.  
1515 N. WESTSHORE BLVD  
TAMPA, FL 33607US

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

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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

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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.

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**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

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STATE OF Florida  
COUNTY 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 Florida  
COUNTY 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

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STATE OF Florida  
COUNTY 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 Mendoza  
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA  
Notary Public, State of Florida  
My Comm. Expires June 20, 2016  
No. EE 198648

STATE OF Florida  
COUNTY 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 Mendoza  
Notary Public

NOTARY SEAL

RHONDA S. MENDOZA  
Notary Public, State of Florida  
My Comm. Expires June 20, 2016  
No. EE 198648

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STATE OF Florida

COUNTY 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, 2016  
No. EE 196648

STATE OF Florida

COUNTY 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, 2016  
No. EE 196648

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**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;



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(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]

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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  
John Tomlin  
President

AAA Georgia, Inc., a Georgia corporation

By: John Tomlin  
John Tomlin  
President

Georgia Motor Club, Inc., a Georgia corporation

By: John Tomlin  
John Tomlin  
President

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

By: John Tomlin  
John Tomlin  
President

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

By: John Tomlin  
John Tomlin  
President

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

By: John Tomlin  
John Tomlin  
President