

704 842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

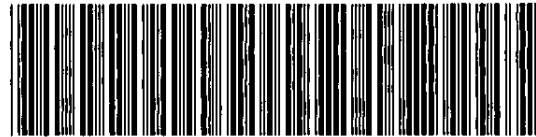
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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11/19/14--01001--024 **78.75

TO GOV. AGT. SEC.
SUFFOLK COUNTY

2014 NOV 18 PM 4:32

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

EFFECTIVE DATE
11-30-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 NOV 18 AM 10:31

C. Lewis
11-19-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AAA Auto Club South, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Angie @ 222-3533
Contact Person
Pennington, PA.
Firm/Company

Address

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person at (_____) _____
Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

Please call
when ready for
pick up.
Thank you!!

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DIVISION OF CORPORATIONS

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Articles of Merger

For

Florida Non-Profit Corporation

EFFECTIVE DATE
11-30-14

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with section § 48-21-102 Tennessee Statutes.

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

Name	Jurisdiction	Form/Entity Type
Auto Club South Insurance Agency, Inc.	Tennessee	corporation

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

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

704842

Third: The Plan of Merger (attached as Exhibit A) was approved on behalf of Auto Club South Insurance Agency, Inc. in accordance with the applicable provisions of the Tennessee Business Corporation Act, as amended, Tennessee Code Annotated §48-21-102 et seq., and on behalf of AAA Auto Club South, Inc. in accordance with the applicable provisions of the Florida Not For Profit Corporation Act, as amended, Florida Statutes, Chapter 617.

Fourth: The merger shall be effective on November 30, 2014.

Fourth-Part A Adoption of Merger by Surviving Corporation

There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on February 25, 2014. The number of directors in office was 4. The vote for the plan was as follows: 4 For, 0 Against.

Fourth Part B Adoption of Merger by Merging Corporation

There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on May 20, 2014. The number of directors in office was 4. The vote for the plan was as follows: 4 For, 0 Against.

Signatures on Following Page.


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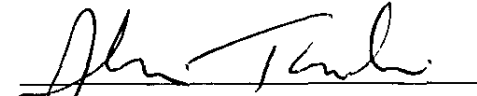
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Fifth: Signatures for Each Entity:

Auto Club South Insurance Agency, Inc.

AAA Auto Club South, Inc.



John Tomlin, President

John Tomlin, President

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Auto Club South Insurance Agency, Inc.

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and

AAA Auto Club South, Inc.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") dated November 30, 2014 is by and between Auto Club South Insurance Agency, Inc. (previously known as Mid-South Automobile Club Insurance Agency, Inc.) a corporation organized and existing under the laws of Tennessee, with its principal office located at 624 Grassmere Park, Nashville, Tennessee 37211 and AAA Auto Club South, Inc., a corporation organized and existing under the laws of Florida with its principal office located at 1515 North Westshore Boulevard, Tampa, Florida 33607.

WHEREAS, Auto Club South Insurance Agency, Inc. is a company organized and existing under the laws of Tennessee, having been incorporated on December 10, 1973.

WHEREAS, AAA Auto Club South, Inc. is a corporation duly organized and existing under the laws of Florida, having been incorporated on November 29, 1962 as a membership based non-profit corporation.

WHEREAS, the sole shareholder of Auto Club South Insurance Agency, Inc. is AAA Auto Club South, Inc. AAA Auto Club South, Inc. deems it advisable that Auto Club South Insurance Agency, Inc. be merged with and into AAA Auto Club South, Inc. (its parent) as the surviving corporation as authorized by the laws of the State of Florida and Tennessee, and pursuant to the terms and conditions set forth in this Agreement. Upon the effective date of this merger, the shares of capital stock of Auto Club South Insurance Agency, Inc. shall cancel without consideration.

In consideration of the premises, mutual agreements, provisions, covenants, and grants therein contained, the parties hereby agree as follows:

ARTICLE I-MERGER AND NAME OF SURVIVING CORPORATION

At the effective date, as defined in this Agreement, Auto Club South Insurance Agency, Inc. shall be merged with and into AAA Auto Club South, Inc. ("Surviving Corporation") which shall not be a new corporation but shall continue its corporate existence as a corporation to be governed by the laws of Florida, and which shall continue to be named "AAA Auto Club South, Inc." and shall maintain a registered office in Florida.

ARTICLE II-TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Agreement) as follows:

At the effective date:

1. The Surviving Corporation shall be AAA Auto Club South, Inc.
2. The separate existence of Auto Club South Insurance Agency, Inc. shall cease.
3. On and after the effective date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public, as well as a private nature, of Auto Club South Insurance Agency, Inc. and be subject to all the restrictions, disabilities and duties of each constituent corporation. All property (real, personal and mixed), all debts due on whatever account, all choses in action and all assets and every other interest of, or belonging to or due to Auto Club South Insurance Agency, Inc., shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest thereon vested in the Surviving Corporation or Auto Club South Insurance Agency, Inc. shall not revert or be in any way impaired by reason of this Agreement.
4. All corporate acts, plans, policies, contracts, approvals and authorizations of Auto Club South Insurance Agency, Inc., and its stockholders, board of directors, committees elected or appointed

by the board of directors, officers and agents, which were valid and effective immediately prior to the effective date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as they were to Auto Club South Insurance Agency, Inc.

5. The assets, liabilities, reserves and accounts of each constituent corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such constituent corporation, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

6. The board of directors and the officers of the Surviving Corporation as of the effective date shall remain unchanged; the pre-merger status quo shall remain in effect.

ARTICLE III-CANCELLATION OF SHARES

All Auto Club South Insurance Agency, Inc. stock shall cancel without consideration on the effective date of the merger.

ARTICLE IV-CERTIFICATE OF INCORPORATION AND BYLAWS

The articles of incorporation and by-laws of AAA Auto Club South, Inc. as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective, be and constitute the articles of incorporation and by-laws of the Surviving Corporation until amended in the manner provided by law.

ARTICLE V-MISCELLANEOUS PROVISIONS

This Agreement shall be submitted to the stockholder/member of Auto Club South Insurance Agency, Inc. (AAA Auto Club South, Inc.) as provided by the applicable laws of Florida and Tennessee. AAA Auto Club South, Inc. has no stockholder, but its sole Corporate Member is The Auto Club Group. After the approval or adoption of this Agreement by the stockholder in accordance with the requirements of the laws of Florida, all required documents shall be executed,

filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of Florida and Tennessee.

This Agreement may be terminated at any time prior to the effective date, whether before or after action on the plan by the stockholders of the constituent corporations, by mutual consent of the constituent corporations, expressed by action of their respective boards of directors.

For the convenience of the parties and to facilitate the filing and recording of this Agreement, any number of counterparts of this Agreement may be executed, and each such counterpart shall be deemed to be an original instrument.

The Surviving Corporation shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.

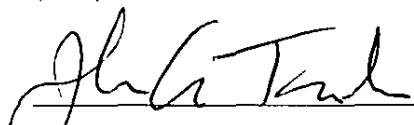
This plan and the legal relations between the parties to this plan shall be governed by and construed in accordance with the laws of Florida.

This plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties to this plan.

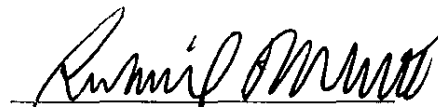
IN WITNESS WHEREOF, the parties have caused this Agreement to be signed and attested as of the date first written above.

AAA Auto Club South, Inc.

(Seal)

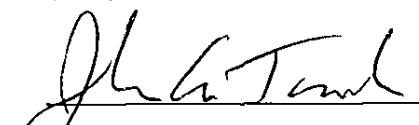

By: John A. Tomlin
Its: President

Attest:



Richard T. White, Secretary

Auto Club South Insurance Agency, Inc.

(Seal)


By: John A Tomlin
Its: President

Attest:


Richard T. White, Secretary

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STATE OF TENNESSEE
Tre Hargett, Secretary of State
Division of Business Services
William R. Snodgrass Tower
312 Rosa L. Parks AVE, 6th FL
Nashville, TN 37243-1102

TROY WHIGHAM
1515 N. WESTSHORE BLVD
TAMPA, FL 33607

November 10, 2014

Request Type: Certificate of Existence/Authorization
Request #: 0144669

Issuance Date: 11/10/2014
Copies Requested: 1

Document Receipt

Receipt #: 1696494 Filing Fee: \$22.25
Payment-Credit Card - State Payment Center - CC #: 159180916 \$22.25

Regarding: AUTO CLUB SOUTH INSURANCE AGENCY, INC.
Filing Type: Corporation For-Profit - Domestic
Formation/Qualification Date: 12/10/1973
Status: Active
Duration Term: Perpetual
Business County: DAVIDSON COUNTY

Control #: 20900
Date Formed: 12/10/1973
Formation Locale: TENNESSEE
Inactive Date:

CERTIFICATE OF EXISTENCE

I, Tre Hargett, Secretary of State of the State of Tennessee, do hereby certify that effective as of the issuance date noted above

AUTO CLUB SOUTH INSURANCE AGENCY, INC.

- * is a Corporation duly incorporated under the law of this State with a date of incorporation and duration as given above;
- * has paid all fees, taxes and penalties owed to this State (as reflected in the records of the Secretary of State and the Department of Revenue) which affect the existence/authorization of the business;
- * has filed the most recent annual report required with this office;
- * has appointed a registered agent and registered office in this State;
- * has not filed Articles of Dissolution or Articles of Termination. A decree of judicial dissolution has not been filed.

Tre Hargett
Secretary of State

Processed By: Cert Web User

Verification #: 009446428

State of Florida

Department of State

I certify from the records of this office that AAA AUTO CLUB SOUTH, INC. is a corporation organized under the laws of the State of Florida, filed on November 29, 1962.

The document number of this corporation is 704842.

I further certify that said corporation has paid all fees due this office through December 31, 2014, that its most recent annual report/uniform business report was filed on March 6, 2014, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twenty-ninth day of October,
2014*



Ken Detjen
Secretary of State

Authentication ID: CU6863335912

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>