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Division of Corporations

Florida Department of State
Division of Corporations
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14 JUL 23 AM 9:22

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

Outer Drive - Florida, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

14 JUL 23 AM 8:58

FILED

Morgan
07-24-14 DC

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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Outer Drive - Florida, Inc.</u>	<u>Delaware</u>	<u>850316</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> <small>(If known/ applicable)</small>
<u>Commercial Vehicles</u>	<u>Florida</u>	<u>566884</u>
<u>of South Florida Inc.</u>		

Third: The Plan of Merger is attached.

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

OR 08 / 01 / 14 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on July 15, 2014 and shareholder approval was not required.

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(s) on N/A.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: **SIGNATURES FOR EACH CORPORATION**Name of CorporationSignature of an Officer or
DirectorTyped or Printed Name of Individual & TitleOuter Drive - Florida, Inc.Wells Talmadge, SecretaryCommercial Vehicles ofSouth Florida Inc.Wells Talmadge, Secretary

PLAN OF MERGER

**Commercial Vehicles of South Florida Inc., a Florida Corporation,
with and into
Outer Drive - Florida, Inc., a Delaware Corporation**

1. Commercial Vehicles of South Florida Inc., a Florida corporation ("Commercial Vehicles") is a wholly owned subsidiary of Outer Drive - Florida, Inc. ("Outer Drive").
2. Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act and Section 253 the Delaware General Corporation Law (together, "Applicable Law"), Commercial Vehicles shall merge with and into Outer Drive ("Merger").
3. The Merger shall be effective as of 12:01 a.m. on August 1, 2014 ("Effective Time of the Merger").
4. The separate existence of Commercial Vehicles shall cease as of the Effective Time of the Merger. Outer Drive shall continue its existence as a Delaware corporation and the surviving corporation in the Merger pursuant to Applicable Law and this Plan of Merger.
5. In the Merger, the outstanding shares of Commercial Vehicles shall be cancelled. The outstanding shares of Outer Drive shall not be affected by the Merger and will remain outstanding.
6. The Certificate of Incorporation of Outer Drive will continue in effect without amendment by reason of the Merger.
7. The principal place of business of the surviving corporation is 4747 N Channel Avenue, Portland, Oregon 97217.
8. Outer Drive in its capacity as the sole shareholder of Commercial Vehicles hereby waives any requirement of the mailing to it of a copy or a summary of this Plan of Merger and certifies (a) there are no other shareholders of Commercial Vehicles to which any mailing requirement may apply and that therefore the holders of all outstanding shares of Commercial Vehicles have waived any mailing requirement and (b) there are no shareholders of Commercial Vehicles entitled to exercise appraisal rights.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of July 15, 2014.

OUTER DRIVE - FLORIDA, INC.

By Wells Talmadge
Wells Talmadge, Secretary

**COMMERCIAL VEHICLES OF
SOUTH FLORIDA INC.**

By Wells Talmadge
Wells Talmadge, Secretary