

FO7000000672

(Requestor's Name)

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PICK-UP WAIT MAIL

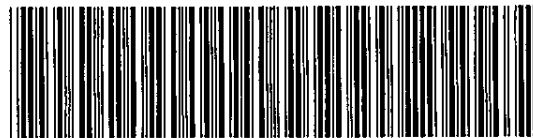
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Merged

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATION
2014 MAY 13 PM 4:18
NOT RECORDED
TO AVOID USE
SUFFICIENCY OF FILING

FILED
2014 MAY 13 PM 4:53
DEPARTMENT OF STATE
BELLINGHAM SEC. FILING

*DOOR
5/14/14*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195
REFERENCE : 128231 4326501
AUTHORIZATION : *[Handwritten Signature]*
COST LIMIT : \$ 70.00

ORDER DATE : May 12, 2014
ORDER TIME : 3:36 PM
ORDER NO. : 128231-010
CUSTOMER NO: 4326501

ARTICLES OF MERGER

TIRE DISTRIBUTOR INC., USA

INTO

THE HERCULES TIRE & RUBBER
COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Emily Gray -- EXT 62925

EXAMINER'S INITIALS: . _____

ARTICLES OF MERGER
(Profit Corporations)

FILED
2014 MAY 13 PM 4:53

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, Chapter 607, Florida Statutes.

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>The Hercules Tire & Rubber Company</u>	<u>Connecticut</u>	_____

Second: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
<u>Tire Distributor Inc., USA</u>	<u>Florida</u>	<u>P96000058127</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.

Fifth: The Plan of Merger was adopted by the Board of Directors of the surviving corporation on the date hereof and shareholder approval was not required.

Sixth: The Plan of Merger was adopted by the Board of Directors of the merging corporation on the date hereof and shareholder approval was not required.

[Signature Page to Follow.]

5-12-14

TIRE DISTRIBUTOR INC., USA

By: 

J. Michael Gaither, Vice President and Secretary

THE HERCULES TIRE & RUBBER COMPANY

By: 

J. Michael Gaither, Vice President and Secretary

PLAN OF MERGER

OF

TIRE DISTRIBUTOR INC., USA
(A Florida corporation)

WITH AND INTO

THE HERCULES TIRE & RUBBER COMPANY
(A Connecticut corporation)

1. The Hercules Tire & Rubber Company, which is a business corporation of the State of Connecticut and is the parent corporation and the owner of all of the outstanding shares of Tire Distributor Inc., USA, which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges Tire Distributor Inc., USA into The Hercules Tire & Rubber Company pursuant to the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of The Hercules Tire & Rubber Company.
2. The separate existence of Tire Distributor Inc., USA shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and The Hercules Tire & Rubber Company shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.
3. The issued shares of Tire Distributor Inc., USA shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of The Hercules Tire & Rubber Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.