

F45821

C T CORPORATION SYSTEM

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400002413544--0

-01/27/88--01072--026

****122.50 ****122.50

RI / OPT Manger Corp.

merging into:

Orange Park Toyota, Inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 27 PM 4:19

FILED

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Call When Ready
- Walk In
- Mail Out
- Amendment
- Dissolution/Withdrawal
- Annual Report
- Fict. Filing
- Photo Copies
- Call if Problem
- Will Wait
- Merger
- Mark
- Other
- Change of R.A.
- UCC-1 UCC-3
- CUS
- After 4:30
- Pick Up

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Please Return Extra Copy(s) Filed Stamp

1-27-88

Thanks, Melanie ☺

*1/28
Jojo
Menger
C.C.*

RECEIVED
99 JAN 27 PM 2:55
DIVISION OF CORPORATION

ARTICLES OF MERGER
Merger Sheet

MERGING:

RI/OPT MERGER CORP., a Florida corporation, P97000061835

INTO

ORANGE PARK TOYOTA, INC., a Florida corporation, F45821

File date: January 27, 1998

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER

OF

RI/OPT Merger Corp.

AND

Orange Park Toyota, Inc.

FILED

98 JAN 27 PM 4: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

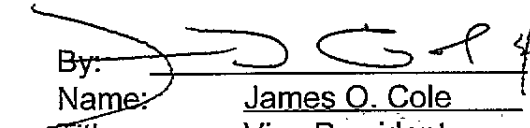
Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/OPT Merger Corp., a Florida corporation, and Orange Park Toyota, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/OPT Merger Corp., ("RI/OPT") and Orange Park Toyota, Inc., ("Orange Park").
2. RI/OPT is hereby merged with and into Orange Park and the corporate existence of RI/OPT shall cease. Orange Park is the surviving corporation in the Merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of RI/OPT on July 18, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and all of the shareholders of Orange Park on July 18, 1997 at a joint special meeting of the Board of Directors and Stockholders of Orange Park, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger by the Department of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of
January 20, 1998.

RI/OPT Merger Corp.

By: 
Name: James O. Cole
Title: Vice President

Orange Park Toyota, Inc.

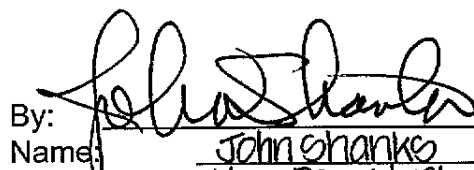
By: 
Name: John Shanks
Title: Vice President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of JANUARY 27, 1998 by RI/OPT Merger Corp., a Florida corporation ("Merger Corp."), and Orange Park Toyota, Inc., a Florida corporation (the "Company").

RECITALS

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Merger Corp. be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease and the Company shall continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

- A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.
- B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.
- C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each shareholder of common stock of the Company, \$100.00 (one hundred) par value per share ("Company Common Stock"), shall, by virtue of the Merger and without any action on the part of the holder thereof, be entitled to receive the consideration set forth on Exhibit A hereto.

B. At the Effective Time, each share of Company Common Stock issued and outstanding and held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each share of common stock of Merger Corp., par value \$.01 per share, issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.


ARTICLE V

Effective Time

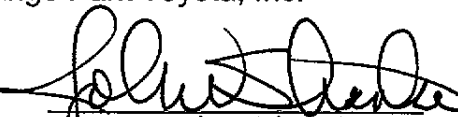
As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of the Articles of Merger with the Secretary of State of the State of Florida.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

RI/OPT Merger Corp.

By: 
Name: James O. Cole
Title: Vice President

Orange Park Toyota, Inc.

By: 
Name: John Shanks
Title: Vice President

**Exhibit A to Merger Agreement
Orange Park Toyota, Inc.**

Stock consideration	7,553,811
Cash consideration	<u>888,189</u>
Total	<u><u>8,442,000</u></u>

	<u>cash</u>	<u>stock</u>
James K. Dobbs, Jr. Trust	425,930	86,927
John Hull Dobbs Trust	44,156	3,079,878
Caroline K. Dobbs 1985 Trust	65,914	794,575
John Hull Dobbs, Jr. 1985 Trust	65,914	794,575
Juliette C. Dobbs 1985 Trust	65,914	794,575
Edward J. Dobbs Grantor Trust	110,293	72,056
David E. Douglas	29,991	74,480
William H. Lawson, Jr.	14,163	218,047
Frank Grese, Jr.	-	844,123
Ronnie Whitlock	<u>888,189</u>	<u>7,553,811</u>