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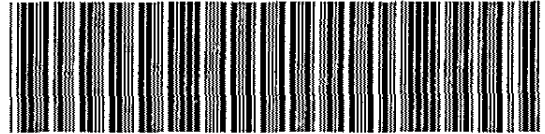
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EFFECTIVE DATE
3/1/05

12/30/04--01041--006 **70.00

Merser

RECEIVED
04 DEC 30 PM 12:43
DIVISION OF CORPORATION

FILED
04 DEC 30 PM 14:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Requestor's Name
Richard M. Powers, P.A.
315 S. Calhoun Street - Suite 308
Tallahassee, FL 32301 Address

City/State/Zip

Phone #

224-5596

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. TALLAHASSEE AUTO DEALER, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☒ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☒	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

SINCE 1895



ATTORNEYS AT LAW

Andrew J. Norman
757-628-5662
anorman@wilsav.com

86981.001

December 30, 2004

Via Hand Delivery

Amendment Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Tallahassee Auto Dealer, Inc. (the Surviving Corporation in the merger of
Tallahassee Automotive, Inc., with and into Tallahassee Auto Dealer, Inc.)

Dear Sir or Madam:

Enclosed for filing with your offices are Articles of Merger for the merger of Tallahassee Automotive, Inc., a Florida corporation, with and into Tallahassee Auto Dealer, Inc., a Virginia corporation. Please note that we have requested that the Articles be declared effective (and have indicated this therein) on January 1, 2005. Also enclosed is our firm's check in the amount of \$70.00 payable to the Department of State to cover the cost of filing these Articles.

Please return all correspondence concerning this matter to the following:

Andrew J. Norman
Willcox & Savage, P.C.
One Commercial Place
1800 Bank of America Center
Norfolk, Virginia 23510

Please acknowledge receipt of these materials by stamping the enclosed copy of this letter and returning such copy to the courier. If you have any questions or need further information regarding this matter, please call me at 757-628-5662. Thank you very much for your assistance.

Sincerely,

Andrew J. Norman

AJN:pmg
Enclosures

1-618935.1

Reply to Norfolk Office

EFFICIENT
11105

FILED

04 DEC 30 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF
TALLAHASSEE AUTOMOTIVE, INC., A FLORIDA CORPORATION,
WITH AND INTO
TALLAHASSEE AUTO DEALER, INC., A VIRGINIA CORPORATION**

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Sections 607.1105 and 607.1107 of the Florida Statutes:

I.

The name and jurisdiction of organization of the corporations involved in the merger contemplated by these Articles of Merger are as follows:

	<u>Merging Corporation</u>	<u>Surviving Corporation</u>
<i>Name:</i>	Tallahassee Automotive, Inc.	Tallahassee Auto Dealer, Inc.
<i>State of Incorporation:</i>	Florida	Virginia

II.

The Plan of Merger is as follows:

1. The name and jurisdiction of organization of each constituent corporation to the merger contemplated by these Articles of Merger (the "Merger") are Tallahassee Automotive, Inc., a Florida corporation, and Tallahassee Auto Dealer, Inc., a Virginia corporation. Tallahassee Automotive, Inc. (the "Merging Corporation") will merge with and into Tallahassee Auto Dealer, Inc. (the "Surviving Corporation").
2. The Surviving Corporation in the Merger shall be Tallahassee Auto Dealer, Inc., a Virginia corporation.
3. At the Effective Time (defined below), (a) each share of the capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall, by

virtue of the Merger and without any action on the part of the holder thereof, be surrendered for cancellation and canceled, and no additional shares of stock of the Surviving Corporation shall be issued therefor, (b) all of the assets and liabilities of the Merging Corporation shall become assets and liabilities of the Surviving Corporation, and (c) the authorized, issued and outstanding shares of capital stock of the Surviving Corporation shall not be affected in any way by the Merger and shall constitute all of the authorized, issued and outstanding shares of capital stock of the Surviving Corporation from and after the Effective Time.

4. The Articles of Incorporation and Bylaws of the Surviving Corporation at the Effective Time shall be the Articles of Incorporation and Bylaws of the merged corporations from and after the Effective Time unless and until amended or restated in accordance with applicable law.

5. The foregoing Plan of Merger is permitted by the laws of the State of Florida, under which the Merging Corporation is organized, and the laws of the Commonwealth of Virginia, under which the Surviving Corporation is organized. Each of the Merging Corporation and the Surviving Corporation has complied with all provisions of the respective applicable law in effecting the Merger, and all conditions required by the laws of the State of Florida and the laws of the Commonwealth of Virginia will be satisfied in connection with the Merger.

6. This Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time by the mutual consent in writing of each of the Merging Corporation and the Surviving Corporation.

7. The Merger shall be effective on January 1, 2005 (the "Effective Time").

III.

The Plan of Merger was adopted by each of the Merging Corporation and the Surviving Corporation as follows:

1. After approval and submission to the shareholders of the Merging Corporation by its Board of Directors, in accordance with Section 607.1103 of the Florida Statutes, as amended, the Plan of Merger was approved and adopted by all of the shareholders of the Merging Corporation by record of action in writing dated as of December 21, 2004.

2. After approval and submission to the shareholders of the Surviving Corporation by its Board of Directors, in accordance with Section 13.1-718 of the Code of Virginia, as amended, the Plan of Merger was approved and adopted by all of the shareholders of the Surviving Corporation by record of action in writing dated as of December 21, 2004.

IV.

The merger contemplated by these Articles of Merger shall occur and be effective on January 1, 2005.

* * * * *

The undersigned officers declare that the facts herein stated are true as of December 21, 2004.

MERGING CORPORATION:

TALLAHASSEE AUTOMOTIVE, INC.,
a Florida corporation

By:  (SEAL)
George R. Pelton
President

SURVIVING CORPORATION:

TALLAHASSEE AUTO DEALER, INC.,
a Virginia corporation

By:  (SEAL)
George R. Pelton
President