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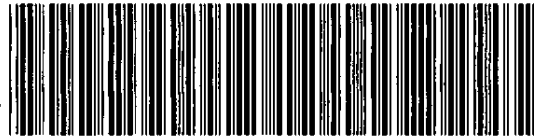
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Merger
Tew's
6-18-09

June 15, 2009

Via FedEx

Thelma Lewis
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger for
Westside Dodge, Inc. and Northside Dodge, Inc.
MH File No.: 10001-0338

Dear Ms. Lewis:

Per your telephone conversation with Esther Streete, Esq., I am resubmitting for filing the enclosed Articles of Merger for Westside Dodge, Inc. and Northside Dodge, Inc.

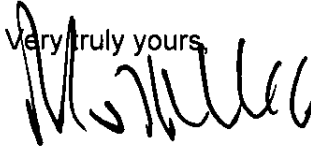
As discussed in your telephone conversation with Esther Streete, please make June 9, 2009 the effective date for the filing of the Articles since that was the date our initial filing was received by the Florida Secretary of State.

Please return all correspondence concerning this matter, including a certified copy of the filed Articles of Merger, to the attention of my Attorney at the following address:

Esther A. Streete, Esq.
McNamee Hosea
6411 Ivy Lane, Suite 200
Greenbelt, MD 20770

An extra copy of the Articles is enclosed. I understand the filing fee is \$35.00 for each merging and \$35.00 for each surviving corporation, and \$8.75 for the certified copy. A check in the amount of \$78.75 made payable to the Florida Department of State is enclosed.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call Esther Streete at 301-441-2420.

Very truly yours,


Michael Hancheruk

Enclosures

cc: Esther A. Streete (with enclosures)

June 8, 2009

Via FedEx

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

Re: Articles of Merger for
Westside Dodge, Inc. and Northside Dodge, Inc.
MH File No.: 10001-0338

Dear Sir/Madam:

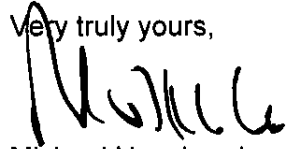
I have enclosed for filing the attached Articles of Merger for Westside Dodge, Inc. and Northside Dodge, Inc. Please return all correspondence concerning this matter, including a certified copy of the filed Articles of Merger, to the attention of my Attorney at the following address:

Esther A. Streete, Esq.
McNamee Hosea
6411 Ivy Lane, Suite 200
Greenbelt, MD 20770

An extra copy of the Articles is enclosed. I understand the filing fee is \$35.00 for each merging and \$35.00 for each surviving corporation, and \$8.75 for the certified copy. A check in the amount of \$78.75 made payable to the Florida Department of State is enclosed.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call Esther Streete at 301-441-2420.

Very truly yours,


Michael Hancheruk

Enclosures

RECEIVED
2009 JUN 9 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
09 JUN -9 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
FOR
WESTSIDE DODGE, INC.
(A Florida Corporation)
AND
NORTHSIDE DODGE, INC.
(A Florida Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

WESTSIDE DODGE, INC., a corporation duly organized and existing under the laws of the State of Florida ("*Westside*"), and NORTHSIDE DODGE, INC., a corporation duly organized and existing under the laws of the State of Florida ("*Northside*"), do hereby certify that:

FIRST: Westside and Northside agree to merge, and Westside is merging with and into Northside.

SECOND: The name and place of incorporation of each party to these Articles of Merger are Westside Dodge, Inc., a Florida corporation, and Northside Dodge, Inc., a Florida corporation. Northside Dodge, Inc. shall survive the merger and shall continue under the name "**Northside Dodge, Inc.**" ("Survivor") as a corporation of the State of Florida.

THIRD: Survivor's principal place of business is 7233 Blending Blvd., Jacksonville, Florida 32206.

FOURTH: The Plan of Merger is attached.

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

SIXTH: The terms and conditions of the transaction set forth in these Articles were advised, authorized, and approved by each corporation party to these Articles of Merger in the manner and by the vote required by its Charter and the laws of the state of its incorporation. The manner of approval was as follows:

(a) By unanimous written consent in lieu of a special meeting of the Board of Directors and Stockholders of Westside on even date herewith the Board of Directors and Stockholders of Westside adopted resolutions which approved

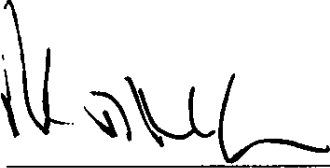
the Plan of Merger. The Plan of Merger was approved by the affirmative vote of all the votes entitled to be cast on the matter.

(b) By unanimous written consent in lieu of a special meeting of the Board of Directors and Stockholders of Northside on even date herewith the Board of Directors and Stockholders of Northside adopted resolutions which approved the Plan of Merger. The Plan of Merger was approved by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The merger is permitted under the laws of the state of Florida and such laws have been complied with.

IN WITNESS WHEREOF, WESTSIDE DODGE, INC., a Florida corporation, and NORTHSIDE DODGE, INC., a Florida corporation, have caused these Articles and Plan of Merger to be signed in their respective names and on their respective behalves by their respective presidents or chairmen and witnessed by their respective secretaries effective on this 8th day of June, 2009.

ATTEST: [SEAL]:

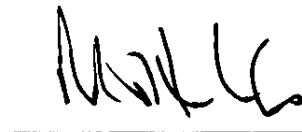


WESTSIDE DODGE, INC.
A Florida corporation

By:


John R. Darvish, Director

ATTEST: [SEAL]:

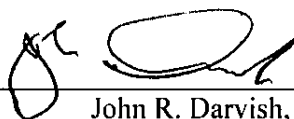


NORTHSIDE DODGE, INC.
A Florida corporation

By:


John R. Darvish, Director

THE UNDERSIGNED, President of WESTSIDE DODGE, INC., a Florida corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

A handwritten signature in black ink, appearing to read 'John R. Darvish', written over a horizontal line.

John R. Darvish, Director

THE UNDERSIGNED, President of NORTHSIDE DODGE, INC., a Florida corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

A handwritten signature in black ink, appearing to read 'John R. Darvish', written over a horizontal line.

John R. Darvish, Director

PLAN OF MERGER
FOR
WESTSIDE DODGE, INC.
(A Florida Corporation)
AND
NORTHSIDE DODGE, INC.
(A Florida Corporation)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1101, Florida Statutes.

WESTSIDE DODGE, INC., a corporation duly organized and existing under the laws of the State of Florida ("*Westside*"), and NORTHSIDE DODGE, INC., a corporation duly organized and existing under the laws of the State of Florida ("*Northside*"), do hereby certify that:

FIRST: Westside and Northside agree to merge, and Westside is merging with and into Northside.

SECOND: The name and place of incorporation of each party to these Articles of Merger are Westside Dodge, Inc., a Florida corporation, and Northside Dodge, Inc., a Florida corporation. Northside Dodge, Inc. shall survive the merger and shall continue under the name "**Northside Dodge, Inc.**" ("Survivor") as a corporation of the State of Florida.

THIRD: Survivor's principal place of business is 7233 Blending Blvd., Jacksonville, Florida 32206.

FOURTH: Westside was incorporated on September 6, 1963 under the name of Southside Dodge, Inc. and on September 20, 1973, it changed its name to Westside Dodge, Inc. The date of incorporation of NORTHSIDE was December 14, 1987.

FIFTH: Westside and Northside have their respective principal place of business in Duval County, Florida.

SIXTH: No amendment to the Charter of Northside is to be effected as a part of the merger.

SEVENTH: The total number of shares of stock of all classes which Westside has authority to issue is 2,870 shares, of which One Thousand (1,000) shares is known and designated as Class "A" preferred stock (\$100.00 par value stock), One Thousand Three

Hundred Seventy (1,370) shares is known and designated as Class "B" preferred stock (\$100.00 par value stock), and Five Hundred (500) is known and designated as Common Stock (\$100.00 par value stock). The aggregate par value of all the shares of stock of all classes of Westside is \$287,000.00. The total number of shares of stock of all classes which Northside has authority to issue is 1000 shares, of Common Stock (zero par value stock). The aggregate par value of all the shares of stock of all classes of Northside is \$0.00.

EIGHTH: The merger does not increase the authorized stock of Northside.

NINTH: The terms and conditions of the merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging any and all shares of Westside into shares of Common Stock of Northside are as follows:

(a) Prior to the merger, the outstanding shares of stock of Westside and Northside are held as follows:

<u>Company</u>	<u>Number of Outstanding Shares</u>	<u>Shareholder</u>
Westside	250 sh. of Cm. Stk.	Mariam, Inc.
Northside	1000 sh. of Cm. Stk.	Mariam, Inc.

(b) None of the Class "A" or Class "B" Preferred Stock of Westside is issued and outstanding on the Effective Date of this merger.

(c) Each share of the Common Stock of Westside, which remains unissued on the Effective Date of this merger shall be canceled.

(d) Each share of the Common Stock of Westside which is issued and outstanding on the Effective Date shall be exchanged by Northside for one (1) share of Common Stock of Northside.

(e) After the merger transaction described above shall have become effective, each holder of an outstanding certificate or certificates theretofore representing the Common Stock of Westside shall surrender the same to Northside and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the interest into which the Common Stock of Westside represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

(f) Following the merger and upon the surrender of the Common Stock of Westside the outstanding shares of Common Stock of Northside shall be held as follows:

<u>Company</u>	<u>Number of Outstanding Shares</u>	<u>Shareholder</u>
Northside Dodge, Inc.	1250	Mariam, Inc.

Until such surrender, the Common Stock of Westside shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the shares of the Common Stock of Northside. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to stockholders of Westside as of any date subsequent to the Effective Date shall be paid to the such stockholders, but upon surrender of any such certificate or certificates, there shall be paid to the record holders of the certificate of Westside delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such interest of Westside.

If any holder of an outstanding certificate or certificates representing the Common Stock of Westside shall deliver to Northside such affidavits, indemnity agreements or surety bonds as Northside shall reasonably require in conformity with its customary procedure with respect to lost stock certificates, Northside shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing the Common Stock of Westside.

NORTHSIDE DODGE, INC.

(A Florida Corporation)

INFORMAL ACTION BY STOCKHOLDERS AND DIRECTORS IN LIEU OF MEETING PURSUANT TO SECTIONS 607.0704 AND 607.0821 OF THE FLORIDA BUSINESS CORPORATION ACT, FLORIDA STATUTES

We, the undersigned, being all of the stockholders and directors of Northside Dodge, Inc., a Florida corporation (the "Corporation"), entitled to vote or to receive notice of meetings, unanimously consent to the following actions and to the adoption of the following resolutions, and direct that this informal action be filed with the minutes of proceedings of the stockholders and directors of the Corporation.

RESOLVED, that the Plan of Merger attached hereto by and between the Corporation and Westside Dodge, Inc., a Florida Corporation, is hereby approved; and

RESOLVED, that the merger of Westside Dodge, Inc., a Florida Corporation, with and into the Corporation is hereby approved, ratified and confirmed on the terms and conditions set forth in the Plan of Merger attached hereto;

RESOLVED, that the Corporation shall be the surviving entity after the merger;

RESOLVED, that the officers of the Corporation are authorized and directed to execute and file Articles of Merger in the form required with the Florida Department of State, Division of Corporations; and

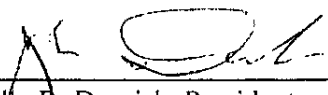
RESOLVED, that the officers of the Corporation, and each of them acting singly, are authorized and directed to take any and all actions and to execute and deliver any and all further agreements, notices, instruments and documents as the officer or officers so acting shall determine to be necessary or appropriate to fully implement the merger of Westside Dodge, Inc., a Florida Corporation, with and into the Corporation, and to evidence the transfer of the shares of stock of Westside Dodge, Inc., a Florida Corporation, thereunder, the taking of any such action

to be conclusive evidence that the same was deemed to be necessary or appropriate and was authorized hereby.

Each of the undersigned by our signatures hereto waives any right to dissent to the above action.

Dated this 8th day of June, 2009.

SOLE STOCKHOLDER:
MARIAM, INC.

By: 

John R. Darvish, President

DIRECTORS:



John R. Darvish, Sole Director

WESTSIDE DODGE, INC.

(A Florida Corporation)

**INFORMAL ACTION BY STOCKHOLDERS AND DIRECTORS
IN LIEU OF MEETING PURSUANT TO SECTIONS 607.0704 AND 607.0821
OF THE FLORIDA BUSINESS CORPORATION ACT, FLORIDA STATUTES**

We, the undersigned, being all the stockholders and directors of Westside Dodge, Inc., a Florida corporation, (the "Corporation"), entitled to vote or to receive notice of meetings, unanimously consent to the following actions and to the adoption of the following resolutions, and direct that this informal action be filed with the minutes of proceedings of the stockholders and directors of the Corporation.

RESOLVED, that the Plan of Merger attached hereto by and between the Corporation and Northside Dodge, Inc., a Florida corporation, is hereby approved; .

RESOLVED, that the merger of the Corporation with and into Northside Dodge, Inc., a Florida corporation, is hereby approved, ratified and confirmed on the terms and conditions set forth in the Plan of Merger attached hereto;

RESOLVED, that Northside Dodge, Inc. shall be the surviving entity after the merger;

RESOLVED, that the officers of the Corporation are authorized and directed to execute and file Articles of Merger in the form required with the Florida Department of State, Division of Corporations; and

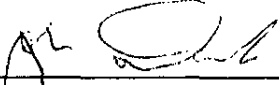
RESOLVED, that the officers of the Corporation, and each of them acting singly, are authorized and directed to take any and all actions and to execute and deliver any and all further agreements, notices, instruments and documents as the officer or officers so acting shall determine to be necessary or appropriate to fully implement the merger of the Corporation with and into Northside Dodge, Inc., a Florida corporation, and to evidence the transfer of the shares of stock of the Corporation thereunder, the taking of any such action to be conclusive evidence

that the same was deemed to be necessary or appropriate and was authorized hereby.

Each of the undersigned by our signatures hereto waives any right to dissent to the above action.

Dated this 8th day of June, 2009.

SOLE STOCKHOLDER:
MARIAM, INC.

By: 
John R. Darvish, President

DIRECTORS:


John R. Darvish, Director

Howard Rock, Director


George D. Noell, Director

that the same was deemed to be necessary or appropriate and was authorized hereby.

Each of the undersigned by our signatures hereto waives any right to dissent to the above action.

Dated this 04 day of June, 2009.

SOLE STOCKHOLDER:
MARIAM, INC.

By:
John R. Darvish, President
DIRECTORS:

John R. Darvish, Director


Howard Rock, Director

George D. Noell, Director