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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

ROUNTREE-MOORE REALTY, LLC

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ARTICLES OF MERGER AND PLAN OF MERGER*by and among***ROUNTREE-MOORE, INC.***and***ROUNTREE-MOORE REALTY, LLC***with***ROUNTREE-MOORE REALTY, LLC***as the***SURVIVING ENTITY**

THESE ARTICLES OF MERGER AND PLAN OF MERGER (this "Agreement") are made and entered into this 1st day of April, 2005, by and among ROUNTREE-MOORE, INC., a Florida corporation ("Rountree Moore"), ROUNTREE-MOORE REALTY, LLC, a Florida limited liability company ("RM Realty"), and RM AUTOMOTIVE OF LAKE CITY, INC., a Florida corporation ("RM Automotive"), with their principal offices located at 2588 West U.S. Highway 90, Lake City, Florida 32055. In this Agreement, Rountree Moore and RM Realty are sometimes collectively referred to as the "Constituent Entities" and individually as a "Constituent Entity." RM Realty may also be referred to as the "Surviving Entity," and Rountree Moore may be referred to as the "Disappearing Corporation."

WITNESSETH:

WHEREAS, RM Automotive is the sole member of RM Realty and sole shareholder of Rountree Moore; and

WHEREAS, the Board of Directors of Rountree Moore and RM Automotive, in its capacity as the sole Member of RM Realty, deem it advisable and generally for the welfare of the Constituent Entities that the Disappearing Corporation be merged with and into the Surviving Entity (the "Merger"), as authorized by Section 608.438, Florida Statutes, pursuant to the terms and conditions set forth in this Agreement and in accordance with the provisions of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, the Constituent Entities, between themselves and their respective Board of Directors and/or Member, in consideration of the mutual covenants, agreements and provisions contained below, have agreed to merge the Disappearing Corporation into the Surviving Entity, pursuant to the laws of the State of Florida and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles of Merger and Plan of Merger:

**ARTICLE I
CONSTITUENT ENTITIES**

The Constituent Entities are:

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(a) ROUNTREE-MOORE REALTY, LLC, a limited liability company duly organized and validly existing under the laws of the State of Florida by its Articles of Organization, which were filed with the Department of State of Florida on March 24, 2005 under the name "Rountree-Moore Realty, LLC." The sole member of Rountree-Moore Realty, LLC is RM Automotive of Lake City, Inc.

(b) ROUNTREE-MOORE, INC., a corporation duly organized and validly existing under the laws of the State of Florida by its Certificate of Incorporation, which was filed with the Department of State of Florida on December 12, 1947, under the name of "Rountree Moore Company" and amended on March 20, 1972 changing the name to Rountree-Moore, Inc., which has an authorized capitalization consisting of 50 shares of common stock, no par value per share, of which 40 shares of common stock are presently issued and outstanding, shall be one of the Disappearing Corporation.

(c) RM AUTOMOTIVE OF LAKE CITY, INC., a corporation duly organized and validly existing under the laws of the State of Florida, which is the sole member of Rountree-Moore Realty, LLC and the sole shareholder of Rountree-Moore, Inc.

ARTICLE II PLAN OF MERGER

On the effective date of the Merger, the Disappearing Corporation shall be merged with and into the Surviving Entity. Upon the approval of this Agreement by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective and the separate existence of the Disappearing Corporation shall cease (except as continued by statute) as of April 1, 2005 (the "Effective Date"). The Surviving Entity shall be the surviving entity in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

ARTICLE III ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Entity as in effect immediately prior to the effective date of the Merger shall constitute the Articles of Organization of the Surviving Entity until thereafter amended in accordance with the provisions thereof and applicable law.

ARTICLE IV CONVERSION OF OUTSTANDING STOCK

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into membership units of RM Realty, are as follows:

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(a) Conversion Ratio. Each share of Disappearing Corporation issued and outstanding immediately prior to the Effective Date (exclusive of shares held in the treasury of Disappearing Corporation, which shares shall be canceled upon the Effective Date) shall, without any action on the part of RM Automotive or the Surviving Entity, be converted into two and one-half (2.50) membership units of RM Realty such that RM Automotive will be issued one hundred (100) membership units in RM Realty upon the merger.

(b) Membership Interest of RM Automotive in RM Realty. RM Automotive will be admitted as a member of RM Realty with respect to the membership units into which the shares of Rountree Moore are converted pursuant to the formula in Section (a) above.

(c) Exchange of Certificates. As promptly as practicable after the Effective Date, each holder of an outstanding certificate or certificates that prior thereto represented shares of Disappearing Corporation shall surrender the same to RM Realty, and such holders shall be entitled upon such surrender to receive in exchange therefor certificates representing the number of membership units of RM Realty into which the shares theretofore represented by the certificate or certificates so surrendered shall be been converted. Until so surrendered, each outstanding certificate that, prior to the Effective Date, represented Disappearing Corporation common stock, shall be deemed for all corporate purposes (except for distributions that are deferred as provided herein, which shall accrue interest at a rate equal to the short term Applicable Federal Rate, as defined in Section 1274 of the Code, as then in effect, compounded annually), to evidence ownership of the number of membership units into which the shares of Disappearing Corporation stock represented thereby prior to such Effective Date shall have been converted. After the Effective Date and until the outstanding certificates formerly representing shares of Disappearing Corporation stock are so surrendered, no distribution payable to holders of record of such membership units shall be paid to the holders of such outstanding Disappearing Corporation certificates in respect thereof. Upon surrender of such outstanding certificates, however, there shall be paid to the holders of such membership units issued in exchange therefore the amount of the distribution, if any, that theretofore became payable with respect to such membership units of RM Realty, but that have not theretofore been paid on such membership units.

ARTICLE V TERMS AND CONDITIONS

Additional terms and conditions of the Merger are as follows:

(a) The Operating Agreement of the Surviving Entity in effect on the Effective Date of the Merger shall continue as the Operating Agreement of the Surviving Entity after the Merger.

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(b) The Manager of the Surviving Entity after the Merger, who shall serve until his successor has been duly elected or appointed, or until his/her earlier death, resignation or removal, is:

Andrew T. Moore

(c) The principal office of the Surviving Entity shall be 2588 West U.S. Highway 90, Lake City, Florida 32055.

(d) The name and address of the registered agent of the Surviving Entity shall be Andrew T. Moore, 2588 West U.S. Highway 90, Lake City, Florida 32055.

(e) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Corporation, the proper officers and directors of such Disappearing Corporation and the manager of the Surviving Entity, shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

ARTICLE VI EFFECT OF MERGER

Upon this Merger becoming effective, the separate existence of the Disappearing Corporation, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporation, and all the rights, privileges, immunities, powers and franchises of the Disappearing Corporation and all property, real, personal and mixed, and all debts due to the Disappearing Corporation on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Disappearing Corporation, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Corporation shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Constituent Entities, attach to and be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if such debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

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**ARTICLE VII
AUTHORIZATION OF MERGER**

These Articles of Merger and the Plan of Merger were adopted and approved by unanimous consent of the directors and shareholders of the Disappearing Corporation on April 1, 2005, and were adopted and approved by unanimous consent of the Manager and Member of the Surviving Entity on April 1, 2005.

**ARTICLE VIII
COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of Florida.

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger and Plan of Merger this 1st day of April, 2005.

ROUNTREE-MOORE REALTY, LLC,
a Florida limited liability company

By: 
Andrew T. Moore, Manager

ROUNTREE MOORE, INC.,
a Florida corporation

By: 
Andrew T. Moore, President

RM AUTOMOTIVE OF LAKE CITY, INC.,
a Florida corporation

By: 
Andrew T. Moore, President

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