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MERGER OR SHARE EXCHANGE
NEW COUNTRY MOTOR CARS OF PALM BEACH, LLC

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**ARTICLES OF MERGER
OF
LIVE OAK PLAZA, LLC**
(a Florida limited liability company)

WITH AND INTO

NEW COUNTRY MOTOR CARS OF PALM BEACH, LLC
(a Florida limited liability company)

These Articles of Merger are submitted in accordance with the Florida Revised Limited Liability Company Act (the "Act"), pursuant to Section 605.1025, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>FL Document Number</u>
LIVE OAK PLAZA, LLC	Florida	LLC	L07000088790

SECOND: The exact name and jurisdiction for the surviving company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>FL Document Number</u>
NEW COUNTRY MOTOR CARS OF PALM BEACH, LLC	Florida	LLC	L05000094091

THIRD: The merger shall become effective at 11:59 p.m. Eastern Time on December 20, 2024 (the "Effective Time").

FOURTH: The Plan of Merger meets the requirements of Section 605.1022 of the Act and was approved by written consent of the sole member of the merging company, as of December 20, 2024, in accordance with the Act and the limited liability company operating agreement of the merging company.

FIFTH: The Plan of Merger meets the requirements of Section 605.1022 of the Act and was approved by joint written consent of the voting member and manager of the surviving company, as of December 20, 2024, in accordance with the Act and the Operating Agreement of the surviving company.

SIXTH: The Articles of Organization and the Operating Agreement of the surviving company in effect prior to the Effective Time of the merger shall each remain in effect, without modification, as the Articles of Organization and the Operating Agreement of the surviving company immediately after the effective time of the merger.

SEVENTH: The surviving company has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of ss. 605.1006 and 605.1061-605.1072 of the Act.

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IN WITNESS WHEREOF, the undersigned hereby executes these Articles of Merger as
of the 20th day of December, 2024.

MERGING COMPANY:

LIVE OAK PLAZA, LLC, a Florida limited
liability company

By: New Country Motor Cars of Palm Beach, LLC,
a Florida limited liability company,
its sole member

By: Trudy L. Boulia
Name: Trudy L. Boulia
Its: Secretary

SURVIVING COMPANY:

**NEW COUNTRY MOTOR CARS OF PALM
BEACH, LLC**, a Florida limited liability company

By: Trudy L. Boulia
Name: Trudy L. Boulia
Its: Secretary

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