

L08000014525

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

L10000129850

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

A. LUNT

JAN - 5. 2011

EXAMINER

Office Use Only



300215741393

01/03/12--01016--019 **80.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN - 3 PM 4:58

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: JEFF Smith Automotive Group LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

JEFF Smith

Contact Person

JEFF Smith Automotive Group LLC

Firm/Company

2080 BOCA RATON BLVD #6

Address

BOCA RATON FL 33431

City, State and Zip Code

CARSBYJEFF@GMAIL.COM

E-mail address: (to be used for future annual report notification)

2012 JAN -3 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

For further information concerning this matter, please call:

JEFF Smith

Name of Contact Person

at (561) 294-4587

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
2012 JAN -3 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Jeff Smith Automotive Group LLC	FL.	LLC
AMERICAN BANK AUTO LIQUIDATORS LLC	FL.	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Jeff Smith Automotive Group LLC	FL.	LLC

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

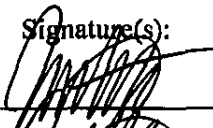
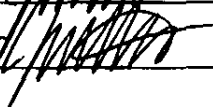
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 JAN -3 PM 4:58

FILED

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
JEFF Smith Automotive Group LLC x		JEFFREY M. SMITH MGRM
AMERICAN BANK AUTO LIQUIDATORS LLC x		JEFFREY M. SMITH MGRM

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
--	---------

2012 JAN -3 PM 4: 58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
JEFF SMITH AUTOMOTIVE GROUP LLC	FL.	LLC
AMERICAN BANK AUTO LIQUIDATORS LLC	FL.	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
JEFF SMITH AUTOMOTIVE GROUP LLC	FL.	LLC

THIRD: The terms and conditions of the merger are as follows:

AMERICAN BANK AUTO LIQUIDATORS LLC ASSETS AND LIABILITIES WILL BE TRANSFERRED INTO JEFF SMITH AUTOMOTIVE GROUP LLC. JEFFREY M. SMITH IS 100% OWNER OF BOTH LLC'S LISTED ABOVE.

(Attach additional sheet if necessary)

FILED

2012 JAN -3 PM 4:58

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

THE ASSETS AND LIABILITIES OF AMERICAN BANK
AUTO LIQUIDATORS LLC ARE TRANSFERRED TO
JEFFREY M. SMITH THE 100% OWNER OF THIS
LLC. MR. JEFFREY M. SMITH THEN TRANSFERS
THE ASSETS AND LIABILITIES INTO JEFF SMITH
AUTOMOTIVE GROUP LLC WHICH HE OWNS 100%.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

JEFFREY M. SMITH OWNS 100% OF ALL ASSETS
OF BOTH LLC'S AND HIS BASIS REMAINS
THE SAME AFTER COMPLETION OF MERGER.

(Attach additional sheet if necessary)

FILED

2006 JUN +3 PM 4:58
CLERK OF STATE
TALLAHASSEE FLORIDA

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

2012 JAN -3 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED