

**Log 000027070**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H09000267171 3)))



H090002671713ABCO

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 617-6380

From:  
Account Name : SHUTTS & BOWEN LLP (ORLANDO)  
Account Number : I200300000004  
Phone : (407) 423-3200  
Fax Number : (407) 843-4076

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

**Email Address:** \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**  
**Kissimmee Chevrolet, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$67.50

**\$5.00**

Electronic Filing Menu Corporate Filing Menu

**M. THOMAS**

JAN - 4 2010

2009 DEC 31 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**

2009 DEC 31 AM 8:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(((H09000267171 3)))

**CERTIFICATE OF MERGER OF TURNPIKE CHRYSLER, JEEP & DODGE, LLC  
INTO KISSIMMEE CHEVROLET, LLC**

The following Certificate of Merger is being submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for the merging party is as follows:

Name: Turnpike Chrysler, Jeep & Dodge, LLC  
Address: 2611 E. Irlo Bronson Highway  
Kissimmee, Florida 34744  
Entity Type: a Florida limited liability company  
FL Document No.: L02000014278  
FEIN: 20-0219744

FILED  
2009 DEC 31 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name: Kissimmee Chevrolet, LLC  
Address: 1001 E. Highway 192  
St. Cloud, Florida 34769  
Entity Type: a Florida limited liability company  
FL Document No.: L09000027670  
FEIN: 26-4520052

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger, in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or Articles of Organization of any limited liability company that is a party to the merger.

**FIFTH:** Kissimmee Chevrolet, LLC, the surviving entity, is manager managed.

**SIXTH:** The Merger shall become effective on December 31, 2009.

(((H09000267171 3)))

(((H09000267171 3)))

**SEVENTH:** The Plan of Merger was approved and duly adopted by the Managers and Members of Turnpike Chrysler, Jeep & Dodge, LLC on December 29, 2009, and pursuant to Section 608.455, the Members waived the notification required by Section 608.4381(3). The Plan of Merger was approved and duly adopted by the Manager and Member of Kissimmee Chevrolet, LLC on December 29, 2009, and pursuant to Section 608.455, the Member waived the notification required by Section 608.4381(3).

**EIGHTH:** This Certificate of Merger complies, and was executed in accordance, with the laws of the State of Florida.

**Turnpike Chrysler, Jeep & Dodge, LLC**

By: Alan C. Starling  
Alan C. Starling, Manager and Member

FILED  
2009 DEC 31 AM 9:38  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**Kissimmee Chevrolet, LLC**

By: Alan C. Starling  
Alan C. Starling, Manager and Sole Member

(((H09000267171 3)))

(( (H09000267171 3) ))

**PLAN OF MERGER  
OF  
TURNPIKE CHRYSLER, JEEP & DODGE, LLC  
INTO  
KISSIMMEE CHEVROLET, LLC**

**The Plan of Merger is as follows:**

1. Merger. The name of each limited liability company to be merged is Turnpike Chrysler, Jeep & Dodge, LLC, a Florida limited liability company ("Turnpike"), and Kissimmee Chevrolet, LLC, a Florida limited liability company ("Chevrolet"). Chevrolet will be the surviving limited liability company. The sole member of Chevrolet owns a ninety-nine percent membership interest in Turnpike.

## 2. Conversion of Membership Interests.

a. Conversion of the Membership Interests of the Minority Member of Turnpike. At the time the Merger is effective (the "Effective Time"), the one percent Membership Interest owned by the minority member of Turnpike shall be exchanged for a one percent membership interest in Chevrolet and the membership interests in Turnpike shall be cancelled and extinguished and no other consideration shall be delivered in exchange therefor.

b. Membership Interests of Chevrolet. At the Effective Time, the sole Member's Membership Interests of Chevrolet shall be adjusted proportionately to reflect the issuance of a one percent Membership Interest in Chevrolet to the minority member of Turnpike and the Operating Agreement of Chevrolet shall be amended to admit the new member and to reflect the adjusted ownership of the Membership Interests.

3. Termination. This Plan of Merger may be terminated, and the merger abandoned, at any time on or before the Effective Time by agreement of the Members of the undersigned limited liability companies.

4. Amendment. This Plan of Merger may not be amended except by an instrument in writing signed on behalf of each of the parties hereto.

5. Articles of Organization and Operating Agreement. At the Effective Time, the Articles of Organization and the Operating Agreement of Chevrolet shall be the Articles of Organization and Operating Agreement of the surviving limited liability company.

6. Management. The name and address of the Manager of Chevrolet, the surviving limited liability company, is as follows:

**Alan C. Starling**  
P. O. Box 700667  
St. Cloud, FL 34770

(( (H09000267171 3)))

(( (H09000267171 3) ))

7. Member Adoption. This Plan of Merger was duly adopted by the Manager and sole Member of Chevrolet on December 29, 2009. This Plan of Merger was duly adopted by the Managers and Members of Turnpike on December 29, 2009.

Dated: December 29, 2009

**Turnpike Chrysler, Jeep & Dodge, LLC**

By: Alan C. Starling  
Alan C. Starling, Member and Manager

**Kissimmee Chevrolet, LLC**

By: Alan C. Starling  
Alan C. Starling, Sole Member and Manager

FILED  
2009 DEC 31 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(( (H09000267171 3) ))