

L090000065369

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11 MAY -6 AM 11:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BOSTICK

MAY 10 2011

EXAMINER

**KIRSCHNER & LEGLER, P.A.**  
ATTORNEYS AT LAW

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The Peninsula  
Phone: 904.346.3200 Fax: 904.346.3299

MITCHELL W. LEGLER  
mwlegler@leglerlaw.com

April 26, 2011

**Via 2<sup>nd</sup> Day Federal Express**

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

Re: Auto Body Speed Shop of Jacksonville, LLC

Ladies and Gentlemen:

The enclosed Articles of Merger are submitted for filing. Please return all correspondence concerning this matter to:

Cindy Mullennix  
Kirschner & Legler, P.A.  
1431 Riverplace Blvd., #910  
Jacksonville, FL 32207  
E-mail address: [cmmullennix@leglerlaw.com](mailto:cmmullennix@leglerlaw.com)

For further information concerning this matter, please call me at 904.346.3200, Ext. 3.

We also enclose our check payable to the Florida Dept. of State as follows:

LLC Filing Fee:	\$25.00
Certified copy:	<u>\$30.00</u>
	\$55.00

along with a self-addressed, pre-posted envelope for your use in returning the certified copy to us.

Sincerely,



Cindy Mullennix, Legal Asst.

Enclosures

RECEIVED  
11 MAY - 6 AM:12  
FLA. DEPT. OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

Merging

**AUTO BODY SPEED SHOP OF NORTH AMERICA, LLC**  
a Florida limited liability company

L09000065367

And

**ABSS USA, LLC**  
a Florida limited liability company

L10000041142

with and into

**AUTO BODY SPEED SHOP OF JACKSONVILLE, LLC**  
a Florida limited liability company

L09000065369  
Surviving

**ARTICLES OF MERGER**, dated and executed as of this 31<sup>st</sup> day of March, 2011, by and between **Auto Body Speed Shop Of North America, LLC** (Document Number: L09000065367) ("**ABSS NA**"), **ABSS USA, LLC** (Document Number: L10000041142) ("**USA**") and **Auto Body Speed Shop Of Jacksonville, LLC**, (Document Number: L09000065369) (the "**Surviving Company**"), all Florida limited companies (with ABSS Jax, USA and Surviving Company together called the "**Constituent Companies**").

1. The names of the entities which are parties to the merger are Auto Body Speed Shop Of Jacksonville, LLC, ABSS USA, LLC and Auto Body Speed Shop Of North America, LLC. ABSS NA and USA are the merging entities, whose separate business existence shall cease, and Surviving Company is the surviving business entity in the merger.

2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto and made a part hereof.

3. The merger shall become effective at the close of business on the date on which these Articles of Merger are filed with the Florida Department of State.

4. The Plan was approved by each of the members of each of the Constituent Companies, all in accordance with the provisions of the Operating Agreements of each of the Constituent Companies and the Florida Limited Liability Company Act, F. S. Chapter 608, and the other applicable laws of the State of Florida, by written consent. Each of ABSS NA and USA is an existing affiliate of Surviving Company.

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TALLAHASSEE, FLORIDA

5. The only voting groups of equity holders of each of the Constituent Companies to vote on adoption of the Plan were the members of each of the Constituent Companies. The number of votes cast by such voting group was sufficient for approval by that group.

IN WITNESS WHEREOF, these Articles of Merger have been executed by ABSS Jax and USA as the merging companies and by Surviving Company as the surviving business entity, as of the day and year first written above.

**AUTO BODY SPEED SHOP OF NORTH AMERICA, LLC**

By: [Signature]  
Charlie B. Tomm, President

**ABSS USA, LLC**

By its sole member:  
Auto Body Speed Shop of North America, LLC

By: [Signature]  
Charlie B. Tomm, President

**AUTO BODY SPEED SHOP OF JACKSONVILLE, LLC**

By its sole member:  
Auto Body Speed Shop of North America, LLC

By: [Signature]  
Charlie B. Tomm, President

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11 MAY -6 AM 11:12  
NOTARY PUBLIC OF FLORIDA  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31st day of MARCH, 2011, by Charles B. Tom, a Florida limited liability company in his, in his capacity as President of Auto Body Speed Shop of North America, LLC, and on behalf of that entity and in that entity's capacity as the sole member of Auto Body Speed Shop of Jacksonville, LLC and as the sole member of ABSS USA, LLC. Such person did not take an oath and: (notary must check applicable box)

- ☒ is/are personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

Kathleen Helms  
Signature of Notary

KATHLEEN HELMS  
Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal): \_\_\_\_\_  
My Commission Expires (if not legible on seal): \_\_\_\_\_



## PLAN AND AGREEMENT OF MERGER

This Agreement (the "**Agreement**"), dated as of March 31, 2011, between by and between Auto Body Speed Shop Of North America, LLC, ("**ABSS NA**"), ABSS USA, LLC ("**USA**" and together with ABSS NA, the "**Merging Companies**") and Auto Body Speed Shop of Jacksonville, LLC (the "**Surviving Company**" and together with the Merging Companies, the "**Constituent Companies**"), all Florida limited companies.

### WITNESSETH:

WHEREAS, the Constituent Companies are each affiliated and wholly owned by the same ultimate principals, and each of such Constituent Companies, each a Florida business entity, deems it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Companies be merged with and into the Surviving Company, and that the Surviving Company be the surviving business entity, pursuant to Section 608.438 of the Florida Limited Liability Company Act.

NOW, THEREFORE, it is agreed as follows:

#### Section 1

##### Terms

1.1 On the effective date of the merger (as hereinafter defined), the Merging Companies shall be merged with and into the Surviving Company, with the Surviving Company as the surviving business entity.

1.2 Upon the effective date of the merger, all membership interests in the Merging Companies, shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and of no further force or effect.

1.3 On the effective date of the merger (i) the Articles of Organization of the Surviving Company shall continue as the Articles of Organization of the combined companies, and (ii) the Operating Agreement attached hereto (the "**Revised Operating Agreement**") shall become the Operating Agreement of the merged companies. The officers of the Surviving Company holding office immediately prior to the effective date of the merger shall be the officers, respectively, of the Surviving Company immediately upon and after the effective date of the merger, to hold office in accordance with the Revised Operating Agreement of the Surviving Company until their respective successors are duly elected and qualified or until their earlier resignation or removal.

1.4 Physical possession of all assets of each of the Merging Companies plus all client books and records belonging to the Merging Companies shall be delivered to the Surviving Company on the effective date of the merger.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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11 MAY -6 AM 11:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **Section 2**

### **Effective Date**

2.1 The merger shall become effective on the time and date specified in the Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

## **Section 3**

### **Effect of Merger**

3.1 On the effective date of the merger, the effect of the merger shall be as provided in the applicable provisions of the Florida Limited Liability Company Act (the "Act"). Without limiting the generality of such provisions, on the effective date of the merger, all the property, interests, assets, rights, privileges, immunities, powers, licensing agreements and franchises of the Merging Companies shall vest in the Surviving Company.

## **Section 4**

### **Amendment and Termination**

4.1 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Agreement may be amended by the Merging Companies and the Surviving Company to the extent permitted by Florida law.

4.2 At any time prior to the filing of the certificate of merger with the Secretary of State of the State of Florida, this Agreement may be terminated and abandoned by the Merging Companies and the Surviving Company.

## **Section 5**

### **Covenants, Agreements, Representations and Warranties**

5.1 The parties hereto shall each use reasonable best efforts to take all such action as may be necessary or appropriate to effectuate the merger under the Act. If at any time after the effective date of the merger the Surviving Company shall consider or be advised that any deeds, bills of sale, assignments or assurances or any other acts or things are necessary, desirable or proper (a) to vest, perfect or confirm, of record or otherwise, in the Surviving Company, its right, title or interest in, to or under any of the rights, privileges, powers, licensing agreements, franchises, properties or assets of the Merging Companies acquired or to be acquired as a result of the merger, or (b) otherwise to carry out the purposes of this Agreement, the Surviving Company and its officers and directors or their designees shall be authorized to execute and deliver, in the name and on behalf of the Merging Companies, all deeds, bills of sale, assignments and assurances, and to do, in the name and on behalf of the Merging Companies, all other acts and things necessary, desirable or proper to vest, perfect or confirm the Surviving Company's right, title or interest in, to or under any of the rights, privileges,

powers, licensing agreements, franchises, properties or assets of the Merging Companies acquired or to be acquired as a result of the merger and otherwise to carry out the purposes of this Agreement.

5.2 The Merging Companies represent and warrant that as of the effective date of the merger (i) Merging Companies are each a *limited liability company* duly organized, validly existing and in good standing under the laws of the State of Florida, with full power and authority to own, lease and operate its properties and to carry on its business as now being and as heretofore conducted; and (ii) the execution, delivery and performance by the Merging Companies of this Agreement and the consummation of the transactions contemplated by this Agreement have been duly authorized by all necessary corporate action by the Merging Companies.

5.3 The Surviving Company represents and warrants that as of the effective date of the merger (i) the Surviving Company is a *limited liability company* duly organized, validly existing and in good standing in the State of Florida and has full power and authority to own, lease and operate its properties and to carry on its business as now being and as heretofore conducted; and (ii) the execution, delivery and performance by the Surviving Company of this Agreement and the consummation of the transactions contemplated by this Agreement have been duly authorized by all necessary corporation action by the Surviving Company.

5.4 Notwithstanding anything else herein contained to the contrary, the Surviving Company shall assume all obligations of the Merging Companies.

## **Section 6**

### **Action on Plan of Merger**

6.1 This Agreement and the terms thereof have been approved by the Merging Companies, the members of the Merging Companies, Surviving Company and the members of the Surviving Company, all pursuant to Chapters 608 of the Florida Statutes. All advance notice provisions relative to the merger contemplated hereby, including, but not limited to, those contained in Florida Statutes §608.4381 are waived.

## **Section 7**

### **Miscellaneous**

7.1 **Genders and Numbers.** Where permitted by the context, each pronoun used in this Agreement includes the same pronoun in other genders and numbers, and each noun used in this Agreement includes the same noun in other numbers.

7.2 **Headings.** The headings of the various Articles and Sections of this Agreement are not part of the context of this Agreement, are merely labels to assist in locating such Articles and Sections, and shall be ignored in construing this Agreement.

7.3 Counterparts. This Agreement may be executed in multiple counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same Agreement.

7.4 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

7.5 Expenses. The Merging Companies and the Surviving Company shall pay its own costs and expenses associated with the drafting, negotiating and filing of this document and any related documents.

IN WITNESS WHEREOF, the Merging Companies, the Surviving Company and a majority of the shareholders and partners of the Merging Companies and the Surviving Company have executed or caused this Agreement to be executed by their authorized representatives, all as of the date first above written.

The Merging Companies:

**ABSS USA, LLC**

By its sole member:


Auto Body Speed Shop of North America, LLC

By:   
Charles B. Tomm, President

**AUTO BODY SPEED SHOP NORTH AMERICA, LLC**

By its sole member:

Auto Body Speed Shop of North America, LLC

By:   
Charles B. Tomm, President

The Surviving Company

**AUTO BODY SPEED SHOP OF JACKSONVILLE, LLC**

By:   
Charles B. Tomm, President

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11 MAY -6 AM 11:12  
CLERK OF STATE  
TALLAHASSEE, FLORIDA