

L10000132403

From: PHOENIX LAW PARTNERS

239 461 0083

03/29/2011 09:36

#508 P.001/004

Division of Corporations

((H11000081710 3)))

Page 1 of 1

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.

((H11000081710 3)))



H110000817103ABCT

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 : PHOENIX LAW PLLC
Account Number : I20100000059
Phone : (239)461-0101
Fax Number : (239)461-0083

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

Email Address: CPTP@corporationcounsel.com

MERGER OR SHARE EXCHANGE
Motorsports of Naples LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$77.50

Electronic Filing Menu

Corporate Filing Menu

Help

((H11000081710 3)))

(((H11000081710 3)))

FILED
11 MAR 29 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Amended
Articles of Merger for
Florida Profit Corporation**

The following Amended Articles of Merger are submitted to amend Article Fifth of the Articles, amend Article Third of the Plan of Merger, and correct a clerical error in Article Sixth of the Plan of Merger of the following Florida Profit Corporation, as the merging party, into the following Florida Limited Liability Company, as the surviving party, in accordance with §607.1109, *Florida Statutes*.

- FIRST:** The sole merging party is
MS Of Naples Inc., Inc., a Florida corporation
Florida Department of State Document Number P97000075736.
- SECOND:** The surviving party is
Motorsports of Naples LLC, a Florida limited liability company
Florida Department of State Document Number L10000132403
- THIRD:** §607.1108(2)(c), *Florida Statutes* and §608.438(2)(c), *Florida Statutes*, respectively, authorize the merger of a Florida Profit Corporation, as the merging party, into a Florida Limited Liability Company, as the surviving party. The merging party and the surviving party approved the attached Plan of Merger in accordance with the applicable provisions of Chapters 607 and 608, *Florida Statutes*.
- FOURTH:** The merging party and the surviving party are both Florida business entities described in the First and Second Articles that approved the attached Plan of Merger in accordance with Florida law as described in the Third Article, and no party is a business entity formed, organized or incorporated outside Florida.
- FIFTH:** The merger's effective date is 1 January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date this document is filed by the Florida Department of State. The effective date, however, is subject to the merging party's integration of business operations under the Third Article of the Plan of Merger.
- SIXTH:** The surviving party was organized under the laws of Florida as described in the Second and Fourth Articles, and its principal office address is in the State of Florida.
- SEVENTH:** The surviving party is formed under the laws of Florida as described in the First and Fourth Articles.
- EIGHTH:** The merged party and the surviving party execute these Amended Articles of Merger as of 29 December 2010:

MS Of Naples Inc.

By:

J. Scott Fischer, its President

Motorsports of Naples LLC

By:

J. Scott Fischer, its Authorized Representative

(((H11000081710 3)))

((H11000081710 3)))

Plan of Merger

§607.1108(2)(c), Florida Statutes and §608.438(2)(c), Florida Statutes, respectively, authorize the merger of a Florida Profit Corporation, as the merging party, into a Florida Limited Liability Company, as the surviving party. The following Florida Profit Corporation, as the merging party, merging into the following Florida Limited Liability Company, as the surviving party, adopt this Plan of Merger in accordance with *§607.1108 and §608.438, Florida Statutes*, respectively.

FIRST: The sole merging party is

MS Of Naples Inc., a Florida corporation
Florida Department of State Document Number P97000075736.

SECOND: The surviving party is

Motorsports of Naples LLC, a Florida limited liability company
Florida Department of State Document Number L10000132403

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

The merger's effective date is 1 January 2011 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date the Articles of Merger are to be filed by the Florida Department of State.

The effective date, however, is subject to the merging party's integration of business operations under this Third Article of the Plan of Merger. If the surviving party has not received all governmental and private licenses, permits, and approvals necessary to operate the merging party's business in all respects as presently performed in all respects, then the merging party will continue to operate each business operation or identifiable, discrete business segment for the surviving party's benefit until the surviving party receives all required or desirable licenses, permits and approvals, at which point the merging party will cease activity and existence. In order to transfer business operation to the surviving party without disruption, the merging party will maintain all existing licenses, permits approvals, tax identification number, sales tax certificates, insurance, bonds, employees, dealership agreements, loan agreement, and other contracts and things necessary until the point that all business operations can transfer to the surviving party and operate in accordance with all laws and agreements in the surviving party's sole business judgment, at which point the surviving party will file an amendment to this Plan of Merger indicating that all business operations have transferred as an amendment to the surviving party's Articles of Organization within 14 calendar days of the transfer and, then, the merging party will cease all operations on the surviving party's behalf and cease existence.

The parties' economic intent is that the merging party's operations allowed under the prior paragraph are solely for the surviving party's benefit as of 12:00 a.m. EST on 1 January 2011 and that the transition period constitutes the surviving party's activities for all financial and tax reporting purposes such that taxing authorities, including the Internal Revenue Service, recognize the merger retroactively to 1 January 2011 for tax purposes, if necessary. To that end, the parties intend that the merging party will close its books as of 12:00 a.m. EST on 1 January 2011 to the extent permitted under the *Internal Revenue Code of 1986, as amended*, unless closing the books would prevent the parties' economic intent.

((H11000081710 3)))

((H11000081710 3)))

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:

All issued and outstanding stock in the merging party will be converted for a 100% membership interest in the surviving party on the effective date of the merger such that the sole shareholder of the merging party will become the sole member of the surviving party and the conversion will represent all equity, value and voting rights in the merging party for all equity, value and voting rights in the merging party. There will not be any other property, debt or cash exchanged.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property are not applicable as there are no authorized or outstanding warrants, options or other rights to acquire the interests, shares, obligations or other securities of the merged party.

FIFTH: The surviving party is not a partnership and, therefore, there is no general partner.

SIXTH: The name and business address of the sole managing member of the surviving party, a Florida limited liability company, on the merger's effective date is

Scott Fischer Holdings Inc.
12271 Towne Lake Drive
Fort Myers, Florida 33913

SEVENTH: The merging party and the surviving party are both Florida business entities described in the First and Second Articles of this Plan of Merger and no party is a business entity formed, organized or incorporated outside Florida. Therefore, no statements under laws other than those of the State of Florida are required under this Plan of Merger.

EIGHTH: Other provisions relating to the merger are as follows:

The surviving party is a Florida limited liability company as described in the Second and Sixth Articles of this Plan of Merger. Pursuant to §608.438(4)(d), Florida Statutes, the "fair value," as defined in §608.4351, Florida Statutes, of an interest in the surviving party immediately prior to the merger is \$1.00 and immediately after the merger equals the "fair value" of merging party, plus \$1.00, by virtue of the fact that the surviving party has no assets or liabilities immediately prior to the merger and acquires all of the merging party's assets and liabilities by virtue of the merger as the surviving party's only assets and liabilities.

As a result of the stock for membership interests conversion described in the Fourth Article of this Plan of Merger, all perfected security interests, and all other security interests known to the merging party's sole shareholder, in the shares continue and become a lien on the membership interests in the surviving party, to the extent of and pursuant to the express security agreements validly encumbering the stock in the merging entity.

((H11000081710 3)))