

LIB 000145688

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

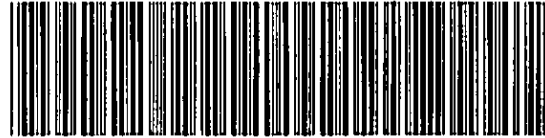
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100377462021

12/17/21--01012--125 **70.00

FILED
JAN 17 2022 PM 1:44
CLERK OF STATE
TAMPA, FL

Y. GULKER
JAN 07 2022



O'CONNOR LAW FIRM
YOUR PERSONAL ATTORNEY

o
o

yourpersonalattorney.com

pat@yourpersonalattorney.com

December 14, 2021
File No.: 7356-0000

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Articles of Merger for Jay Auto & Industrial Parts LLC into JHB Auto Parts LLC

To Whom It May Concern:

Enclosed please find the signed original and one signed copy of the Articles of Merger and a copy of the Plan of Merger of the above referenced Companies. We have also enclosed a check in the amount of \$50.00 for the filing fees of the Articles of Merger. Please mail me the copy of the Articles of Merger with the appropriate stamped information in the enclosed self addressed stamped envelope.

If you have any questions, please do not hesitate to call us.

Very truly yours,

O'CONNOR LAW FIRM

Patrick M. O'Connor, Esquire

PMO/psb
Enclosures

ARTICLES OF MERGER
FOR
JAY AUTO & INDUSTRIAL PARTS LLC

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company in accordance with Fla. Stat. §605.1025:

FIRST: The name of the merging company is JAY AUTO & INDUSTRIAL PARTS LLC. The Document Number is L15000145698. The Jurisdiction is Florida. The type of Entity is Limited Liability Company.

SECOND: The name of the surviving company is JHB AUTO PARTS LLC. The Document Number is L15000145688. The Jurisdiction is Florida. The type of Entity is Limited Liability Company.

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with Fla. Stat. §§605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Fla. Stat. §605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to, its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to Fla. Stat. §605.0117 and Chapter 48 is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Fla. Stat. §§605.1006 and 605.1061-605.1072.

SIXTH: The effective date of the Merger shall be JANUARY 1, 2022.

SIXTH: Signature(s) for Each Party:

JAY AUTO & INDUSTRIAL PARTS LLC,
a Florida limited liability company

By: 
JAMES S. COOK, as Manager

JHB AUTO PARTS LLC, a Florida
limited liability company

By: 
JAMES S. COOK, Manager

**PLAN OF MERGER BETWEEN JAY AUTO & INDUSTRIAL PARTS LLC,
(THE "MERGING COMPANY") AND
JHB AUTO PARTS, LLC
(THE "SURVIVING COMPANY")**

Pursuant to the provisions of Sections 605.1021 through 605.1026 Florida Statutes, the above referenced Companies by and through their Managers and Members do unanimously adopt, ratify and confirm this Plan of Merger (the "Plan") between the two Companies and states:

Article I

The names of the "Companies" subject to this merger are JAY AUTO & INDUSTRIAL PARTS LLC, a Florida limited liability company, and JHB AUTO PARTS LLC, a Florida limited liability company. Both Companies jurisdiction of formation is Florida.

Article II

JAY AUTO & INDUSTRIAL PARTS LLC, shall be the "Merging Company" and JHB AUTO PARTS LLC, shall be the "Surviving Company".

Article III

The merger shall have an effective date of JANUARY 1, 2022 with the Florida Department of State Division of Corporations (the "Effective Date"). All of the membership units of JAY AUTO & INDUSTRIAL PARTS LLC shall be tendered to the Surviving Company, and shall be cancelled and extinguished. The Surviving Company's membership shall not be converted or exchanged in any manner and shall continue to be issued and outstanding.

Article IV

The name of the Surviving Company shall be JHB AUTO PARTS LLC.

Article V

The address of the principal place of business of the Surviving Company shall be 4726 GERI STREET, MILTON, FL 32583. The registered agent shall be JAMES S. COOK, 4726 GERI STREET, MILTON, FL 32583.

Article VI

It is the intent of the Companies that this Merger qualifies as a tax free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

Article VII

As of the effective date of this Merger the following persons shall be Managers of the Surviving Company:

JAMES S. COOK

The above Plan of Merger has been unanimously adopted by the Managers and Members of both the Surviving Company and the Merging Company.

Article VII

The terms and conditions of the merger are as follows:

a. Jay Auto & Industrial Parts LLC shall be merged with and into JHB Auto Parts LLC as a limited liability company with JHB Auto Parts LLC being the surviving limited liability company from and after the Effective Date of the Merger, and which shall continue to exist as said Surviving Company. The separate existence of Jay Auto & Industrial Parts LLC shall cease as of the Effective Date.

b. Upon the Effective Date of the Merger, the Surviving Company shall possess all the rights, privileges, powers and franchises, and be subject to all of the restrictions, liabilities and duties of each of the Company, and all and singular, the rights, privileges, powers and franchises of each of the Company, and all property, real, personal and mixed, and all debts due to each of the Company shall be vested in the Surviving Company; and all property, rights and privileges, powers and franchises, and all and every other interest, shall thereafter be as effectively the property of the Surviving Company.

c. The Articles of Organization and Operating Agreement of the Surviving Company shall remain in full force and effect in the State of Florida at the Effective Date of the Merger and shall continue to be the Articles of Organization and Operating Agreement of the Surviving Company until amended and changed pursuant to the provisions of the Florida Revised Limited Liability Company Act.

d. The principal office of the Surviving Company in the State of Florida shall continue to be the principal office of the Surviving Company as of the Effective Date of the Plan of Merger.

e. The Surviving Company shall pay all the expenses carrying this Plan of Merger into effect and of consummating the Merger.

Article VIII

A copy of this Plan of Merger shall be on file in the Surviving Company's Corporate Book at the Surviving Company's place of business located at 4726 Geri Street, Milton, FL 32583 and may be furnished to the Companies upon written request without cost.

THE SURVIVING COMPANY:

JHB AUTO PARTS LLC, a Florida limited liability company

Dated: 12/13, 2021

By: 
JAMES S. COOK, Manager

THE MERGING COMPANY:

JAY AUTO & INDUSTRIAL PARTS LLC,
a Florida limited liability company

Dated: 12/13, 2021

By: 
JAMES S. COOK, Manager