

L16000121468

Traci L. Venable

(Requestor's Name)

Fisher Tousey Lees + Bell

(Address)

501 Riverside Ave., Ste 600

(Address)

Jacksonville, FL 32208

(City/State/Zip/Phone #)

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(Business Entity Name)

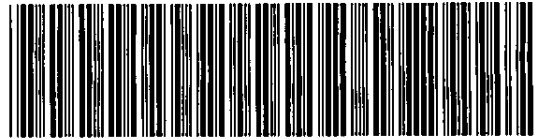
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ARTICLES AND PLAN OF MERGER
by and between
ROUNTREE-MOORE MOTORS, LLC,
ATM-KMB PROPERTIES, LLC,
and
SUWANNEE RIVER VALLEY DEVELOPMENT COMPANY, LLC
with
ROUNTREE-MOORE MOTORS, LLC
AS THE SURVIVING ENTITY

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THESE ARTICLES AND PLAN OF MERGER (the “*Articles of Merger*”) are made and entered into this 27th day of June, 2016, by and between, ROUNTREE-MOORE MOTORS, LLC, a Florida limited liability company, with its principal office located at 1232 W US 90, Lake City, Florida 32055 (the “*Surviving Entity*”), ATM-KMB PROPERTIES, LLC, a Florida limited liability company, with document number L09000072798, and its principal office located at 4316 W US 90, Lake City, Florida 32055 (“*ATM*”), and SUWANNEE RIVER VALLEY DEVELOPMENT COMPANY, LLC, a Florida limited liability company, with document number L02000032926, and its principal office located at 1232 W US 90, Lake City, Florida 32055 (“*SRVDC*”, together with ATM, each a “*Disappearing Entity*” and collectively, referred to as the “*Disappearing Entities*”). In these Articles of Merger, the Surviving Entity and the Disappearing Entities are collectively referred to as the “*Constituent Entities*”.

A. Andrew T. Moore is the sole member of each Disappearing Entity and the sole shareholder (the “*Shareholder*”) of RM AUTOMOTIVE OF LAKE CITY, INC., a Florida corporation (the “*Parent*”), which is the sole member of the Surviving Entity.

B. In conjunction with a reorganization of the assets of the Surviving Entity and the Disappearing Entities, the Shareholder has determined (1) it to be in his best interest to transfer the assets of each Disappearing Entity to the Surviving Entity, and (2) that the most efficient method to make such transfers is to cause the Disappearing Entities to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the “*Merger*”).

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entities will merge with and into the Surviving Entity pursuant to the laws of the State of Florida, upon the terms and conditions set forth below.

ARTICLE I

MERGER

As of June 27th, 2016 (the “*Effective Date*”), the Disappearing Entities shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of

the State of Florida. The Merger shall be effective, and the separate existence of each Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall continue to be governed by the laws of the State of Florida.

ARTICLE II

CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS

The Shareholder owns one hundred percent (100%) of the membership interest of each Disappearing Entity and is the sole shareholder of the Parent, which owns one hundred percent (100%) of the membership interest of the Surviving Entity. Accordingly, no additional membership interest in the Surviving Entity will be issued in conjunction with the Merger.

ARTICLE III

TERMS AND CONDITIONS

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 1232 W US 90, Lake City, Florida 32055.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of a Disappearing Entity, the proper managers, officers and representatives of a Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

ARTICLE IV

EFFECT OF MERGER

Upon the effectiveness of the Merger, (a) the separate existence of a Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of a Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of a Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to a Disappearing Entity, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in a Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of a Disappearing Entity shall be preserved,

unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of each Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

ARTICLE V
AUTHORIZATION OF MERGER

The managers of the Constituent Entities, by resolution, approved the Plan of Merger set forth in these Articles of Merger.

ARTICLE VI
COMPLIANCE WITH LEGAL REQUIREMENTS

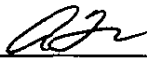
All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of these Articles of Merger with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the Constituent Entities have caused these Articles of Merger to be executed the day and year first above written.

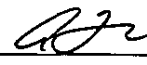
SURVIVING ENTITY:

ROUNTREE-MOORE MOTORS, LLC,
a Florida limited liability company

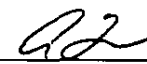
By: 
Andrew T Moore, as Manager

DISAPPEARING ENTITIES:

ATM-KMB PROPERTIES, LLC,
a Florida limited liability company

By: 
Andrew T. Moore, as Manager

SUWANNEE RIVER VALLEY DEVELOPMENT
COMPANY, LLC,
a Florida limited liability company

By: 
Andrew T. Moore, as Manager

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