

L18000281369

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(Business Entity Name)

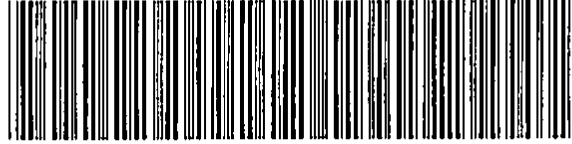
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TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 12/17/2019

Name: Merritt Walker

Reference #: 1164980

Entity Name: SOUTH DADE DEALERSHIP II, LLC

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other CERTIFIED COPY OF THE FILING EVIDENCE

Authorized Amount: \$80

Signature: *MW*

ARTICLES OF MERGER

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to section 605.1022 and 605.1025, Florida Statutes.

FIRST: THE SURVIVING PARTY

The exact name, jurisdiction, and entity type of the **surviving** company (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
South Dade Dealership II, LLC Florida Document Registration Number: L18000281369	Florida	LLC

SECOND: THE MERGING PARTY

The exact name, jurisdiction, and entity type for the **merging** company (the "Merging Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
South Dade Dealership IIB, LLC Florida Document Registration Number: L19000144864	Florida	LLC

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THIRD: The Plan of Merger is attached hereto.

FOURTH: The merger shall become effective on the date and at the time that the Articles of Merger are filed with the Florida Department of State. At the effective time of the merger, the Merging Company shall be merged with and into the Surviving Company.

FIFTH: In accordance with Section 605 of the Florida Statutes, the attached Plan of Merger was approved and adopted by the sole manager and all of the members of the Merging Company on December 16, 2019.

SIXTH: In accordance with Section 605 of the Florida Statutes, the attached Plan of Merger was approved and adopted by the sole manager and all of the members of the Surviving Company on December 16, 2019.

SEVENTH: The Surviving Company agrees to pay any members with appraisal rights the amount to which members are entitled under Section 605 of the Florida Statutes.

PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved on the 16th day of December, 2019, by the parties hereto. It relates to the proposed merger (the "Merger") of the Merging Company (defined below) with and into Surviving Company.

FIRST: The exact name and jurisdiction of the surviving company (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
South Dade Dealership II, LLC	Florida

SECOND: The exact name and jurisdiction of the merging company (the "Merging Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>
South Dade Dealership IIB, LLC	Florida

THIRD: THE MERGER

1. Merger. Upon the filing of Articles of Merger with the Florida Department of State, the Merger shall become effective (the "Effective Time"). At the Effective Time of the Merger, the corporate existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Company in accordance with the provisions of the Florida Revised Limited Liability Company Act ("FRLUCA"). Following the Effective Time of the Merger: (i) the Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Company, (iii) all and every other property and interest of the Merging Company shall be the property and interest of the Surviving Company to the same extent of the Merging Company, and (iv) all debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Company and such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

2. Articles of Organization. After the Effective Time, the Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Articles of Organization of the Surviving Company, until thereafter amended.

3. Operating Agreement. At the Effective Time, the Operating Agreement of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed.

4. Managers. At the Effective Time, the Managers of the Surviving Company as of the time immediately prior to the Effective Time, shall remain the Managers of the Surviving Company, until their earlier death, resignation or removal.

5. Manner and Basis of Converting Equity Securities.

(i) At the Effective Time, the outstanding equity securities of the Merging Company and the Surviving Company shall be converted as follows:

(a) All of the membership interests of the Merging Company that are issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be automatically cancelled and retired and shall cease to exist, and no membership interest of the Surviving Company or other property will be issued in exchange therefor.

(b) All membership interests of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

FOURTH: APPROVAL

The Merger contemplated by this Plan has been adopted and approved by the sole manager and all of the members of the Merging Company and by the sole manager and all of the members of the Surviving Company, by written consent dated December 16, 2019.

FIFTH: GOVERNING LAW

This Plan shall be construed in accordance with Florida law.

(Signatures on following page)

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

SURVIVING COMPANY:

**South Dade Dealership II, LLC, a Florida
limited liability company**

By: _____

Name: Mario Benedetti

Title: Manager

MERGING COMPANY:

**South Dade Dealership IIB, LLC, a Florida
limited liability company**

By: _____

Name: Mario Benedetti

Title: Manager