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19 MAY 21 12:10:49

2019 MAY 21 AM 8:48

R. WHITE  
MAY 22 2013

5:30:23

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 774191 7922643

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : May 20, 2019

ORDER TIME : 9:04 AM

ORDER NO. : 774191-005

CUSTOMER NO: 7922643

FOREIGN FILINGS

NAME: ALM MOTORS, LLC

☐ CORPORATE  
☐ LIMITED PARTNERSHIP  
☒ LIMITED LIABILITY COMPANY

XXXX WITHDRAWAL/CANCELLATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF STATUS

CONTACT PERSON: Roxanne Turner - EXT#

EXAMINER: \_\_\_\_\_

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT** AF MOTORS, L.L.C.

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Vivian Henderson

\_\_\_\_\_  
Contact Person

Asbury Automotive Group, Inc.

\_\_\_\_\_  
Firm/Company

2905 Premiere Parkway, Suite 300

\_\_\_\_\_  
Address

Duluth, GA 30097

\_\_\_\_\_  
City, State and Zip Code

vhenderson@asburyauto.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Vivian Henderson

at ( 770 ) 418-8329

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**Articles of Merger  
For  
Florida Limited Liability Company**

FILED

2019 JUL 21 AM 8:48

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AF MOTORS, L.L.C.	Delaware	Limited Liability Company
ALM MOTORS, LLC	Delaware	Limited Liability Company
mg9000001705		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
AF MOTORS, L.L.C.	Delaware	Limited Liability Company

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.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 s.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 limited 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 s. 605.0117 and Chapter 48, Florida Statutes is:

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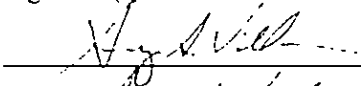
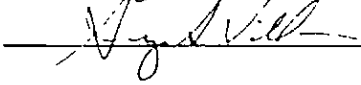
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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
AF MOTORS, L.L.C.		George A. Villasana
ALM MOTORS, LLC		George A. Villasana

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b><u>Certified Copy (optional):</u></b>	\$30.00

**CERTIFICATE OF MERGER  
OF  
ALM MOTORS, LLC  
INTO  
AF MOTORS, L.L.C.**

Under Section 18-209 of the  
Delaware Limited Liability Company Act

Pursuant to the provisions of Section 18-209 of the Delaware Limited Liability Company Act, the undersigned hereby certify:

**FIRST:** The names of the constituent limited liability companies to the merger are:

**ALM MOTORS, LLC**, a Delaware limited liability company and **AF MOTORS, LLC**, a Delaware limited liability company.

**SECOND:** An Agreement and Plan of Merger has been approved, adopted and executed by each of the constituent limited liability companies in accordance with the provisions of Section 18-209 of the Delaware Limited Liability Company Act;

**THIRD:** AF Motors, L.L.C. is the surviving limited liability company (the "Surviving LLC");

**FOURTH:** The merger shall be effective upon the filing of this Certificate of Merger;

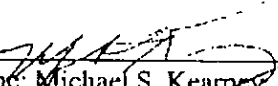
**FIFTH:** An executed copy of the Agreement and Plan of Merger is on file at the principal place of business of the Surviving LLC, which is:

AF Motors, L.L.C.  
c/o Asbury Automotive Group, Inc.  
2905 Premiere Pkwy #300  
Duluth, GA 30097

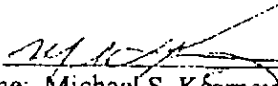
A copy of the Agreement and Plan of Merger will be furnished by the Surviving LLC, on request and without cost, to any member of any constituent limited liability company.

**IN WITNESS WHEREOF**, the undersigned have caused this Certificate of Merger to be executed and delivered on the 31st day of March, 2011.

**AF MOTORS, L.L.C.**

By:   
Name: Michael S. Kearney  
Title: Authorized Person

**ALM MOTORS, L.L.C.**

By:   
Name: Michael S. Kearney  
Title: Authorized Person