

Document Number Only

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

700003078427--9

-12/22/99--01085--026

*****90.00 *****90.00

Alamo Rent-A-Car, Inc

into:

Alamo Rent-A-Car, LLC

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☒ Merger

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Fict. Filing

☐ Change of State

☒ Limited Liability Partnership

☐ Fict. Filing Cancel

☐ UCC-1

☒ Certified Copy

☐ Photo Copies

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability

Document
Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

*60 CF
30 CERT*

DEC 22

10 pgs

Please Return Extra Copy(s)
Filed State

Thanks, Melanie

RECEIVED
DEC 22 PM 1:32
STATE
REGISTRARS
TALLAHASSEE
FLORIDA

FILED

12/22

ARTICLES OF MERGER
Merger Sheet

MERGING:

ALAMO RENT-A-CAR INC. a Florida corporation

INTO

ALAMO RENT-A-CAR, LLC, a Delaware entity, M990000002039

File date: December 22, 1999, effective December 31, 1999

Corporate Specialist: Lee Rivers

**ARTICLES OF MERGER
OF
ALAMO RENT-A-CAR, INC.,
a Florida Corporation
WITH AND INTO
ALAMO RENT-A-CAR, LLC,
a Delaware Limited Liability Company**

Pursuant to the provisions of Section 607.1109 of the Florida Statutes, Alamo Rent-A-Car, Inc., a Florida corporation, and Alamo Rent-A-Car, LLC, a Delaware limited liability company, do hereby adopt the following Articles of Merger:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

- 419683
- (i) Alamo Rent-A-Car Inc., a Florida corporation (the "Merging Corporation"), and
 - (ii) Alamo Rent-A-Car, LLC, a Delaware limited liability company ("the Surviving Entity").
- M99-2039

2. The Merging Corporation is hereby merged with and into the Surviving Entity and the separate existence of the Merging Corporation shall cease. The Surviving Entity is the surviving entity in the merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

3. The Agreement and Plan of Merger was unanimously and duly adopted by the Board of Directors and the sole shareholder of the Merging Corporation by joint unanimous written consent in lieu of holding special meetings dated December 20 1999, pursuant to Sections 607.0821 and 607.0704 of the Florida Statutes.

4. The Agreement and Plan of Merger was approved by the Surviving Entity and duly adopted by the sole member of the Surviving Entity by written consent of even date herewith, in accordance with the applicable laws of the State of Delaware.

The Merger shall become effective upon the close of business on December 31, 1999.

The address of the Surviving Entity's principal office under the laws of Delaware is:
110 S.E. 6th Street, 20th Floor, Fort Lauderdale, Florida 33301.

FILED
99 DEC 22 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Prepared by
L. Frank Cordero, Esq.
One S.E. 3rd Avenue
Miami, FL 33131
(305) 374-5600
FL. Bar. No. 869996

The Surviving Entity hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the Merger.

The Surviving Entity agrees to promptly pay to the dissenting shareholders of the Merging Corporation, the amount, if any, to which they are entitled under Florida Statutes Section 607.1302. There are no dissenting shareholders of the Merging Corporation, and there are no dissenting members of the Surviving Entity.

The parties have caused these Articles of Merger to be executed on December 20th, 1999.

MERGING CORPORATION:

ALAMO RENT-A-CAR, INC.

By: [Signature]
Name: James Cole
Title: President

SURVIVING ENTITY:

ALAMO RENT-A-CAR, LLC

By: [Signature]
Michael Karsner, Manager

FILED
99 DEC 22 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

FILED
99 DEC 22 PM 3:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") is made and entered into as of the 20th day of December, 1999, by and among ALAMO RENT-A-CAR, INC., a Florida corporation (the "**Merging Corporation**"), and ALAMO RENT-A-CAR, LLC, a Delaware limited liability company (the "**Surviving Entity**").

WITNESSETH:

WHEREAS, the Surviving Entity has been organized for the purpose of continuing the business of the Merging Corporation subsequent to the Merger contemplated hereby and is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, the sole shareholder of the Merging Corporation is also the sole shareholder of the sole member of the Surviving Entity;

WHEREAS, no additional property is actually being issued to the shareholder of the Merging Corporation pursuant to the Merger, as said shareholder will continue to indirectly maintain a 100 percent ownership interest in the Surviving Entity and the Merger is therefore being consummated only in constructive exchange for additional shares of capital stock of the Surviving Entity's sole member;

WHEREAS, pursuant to duly authorized action by their respective Board of Directors, Shareholders and Members, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law; and

WHEREAS, the parties intend for the Merger to constitute a tax free reorganization under Section 368(a)(1) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and Surviving Entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity shall continue under the laws of the State of Delaware as the Surviving Entity.

FILED
99 DEC 22 PM 3:14
CLERK OF STATE
TALLAHASSEE FLORIDA

2. **SURVIVING ENTITY.** At the Effective Time (as defined below) of the Merger:

(a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a limited liability company under the laws of the State of Delaware, with all of the rights and obligations as are provided by the Delaware Statutes.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents of the Surviving Entity shall be as follows:

(a) **Certificate of Formation.** The Certificate of Formation of the Surviving Entity shall continue as the Certificate of Formation of the Surviving Entity.

(b) **Limited Liability Company Agreement.** The Limited Liability Company Agreement of the Surviving Entity shall continue as the Limited Liability Company Agreement of the Surviving Entity.

4. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Time, (i) all of the issued and outstanding shares of capital stock of the Merging Corporation shall be surrendered to the Surviving Entity and canceled, and no membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current member of the Surviving Entity shall continue to own the same number of membership interests of the Surviving Entity, and in the same proportions, as it did prior to the Effective Time.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the respective board of directors, shareholders and members, as applicable, of the Merging Corporation and the Surviving Entity. The proper officers, managers or members of the Merging Corporation and the Surviving Entity, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the time specified in the Articles of Merger and the Certificate of Merger with respect to the Merger with the Offices of the Secretaries of State of the States of Delaware and Florida, or if no such time is specified, at the time of filing such documents (the "Effective Time").

7. **MANAGERS.** The names and business addresses of the Managers of the Surviving Entity are set forth on Schedule 1 hereto.

99 DEC 22 PM 3:14
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

8. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts.** This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

[Signatures on the Next Page]

FILED
99 DEC 22 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

IN WITNESS WHEREOF, ALAMO RENT-A-CAR, INC., a Florida corporation, which is the Merging Corporation, and ALAMO RENT-A-CAR, LLC, a Delaware limited liability company, which is the Surviving Entity, have caused this Agreement to be entered into as of the date first above written.

CONSTITUENT ENTITIES:

MERGING CORPORATION:

ALAMO RENT-A-CAR, INC.

By: [Signature]
Name: James Cole
Title: President

SURVIVING ENTITY:

ALAMO RENT-A-CAR, LLC

By: [Signature]
Michael Karsner, Manager

FILED
99 DEC 22 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SCHEDULE 1
TO AGREEMENT AND PLAN OF MERGER

<u>Name of Manager</u>	<u>Address</u>
Michael S. Karsner	110 Southeast 6th Street 20th Floor Fort Lauderdale, FL 33301
Howard D. Schwartz	110 Southeast 6th Street 20th Floor Fort Lauderdale, FL 33301
Kathleen W. Hyle	110 Southeast 6th Street 20th Floor Fort Lauderdale, FL 33301

FILED
99 DEC 22 PM 3:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA