

N08000003115

Division of Corporations

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Florida Department of State

Division of Corporations

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Fax Number : (850) 617-6380

From:

Account Name : BROAD AND CASSEL-TAMPA
Account Number : I20080000032
Phone : (813) 225-3028
Fax Number : (813) 204-2130

MERGER OR SHARE EXCHANGE

Southern Chevrolet Dealers-Tallahassee Advertising

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5/1/2009 1:54:48 PM PAGE 1/001 Fax Server



May 1, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations
SOUTHERN CHEVROLET DEALERS-TALLAHASSEE ADVERTISING, INC
3127 WEST TENNESSEE STREET
TALLAHASSEE, FL 32304

SUBJECT: SOUTHERN CHEVROLET DEALERS-TALLAHASSEE ADVERTISING, INC.
REF: N08000003115

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Carol Mustain
Regulatory Specialist II

FAX Aud. #: B09000110276
Letter Number: 709A00014760

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TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314



100 NORTH TAMPA STREET
SUITE 3500
TAMPA, FLORIDA 33602
P.O. Box 3310 (33601-3310)
TELEPHONE: 813.225.3020
FACSIMILE: 813.225.3039
www.broadandcassel.com

TELECOPIER TRANSMITTAL

DATE: Tuesday, May 12, 2009 3:42:32 PM
TO: New Filing Section - Corporations ATTN: CAROL MUSTAIN
ADDRESS: Florida Division of Corporations
TELECOPIER PHONE NO.: 1-850-617-6380
CONFIRMATION PHONE NO.: 1-850-245-6052
FROM: Margaret Weaver, Paralegal
TOTAL NUMBER OF PAGES: 10 (including cover)
CLIENT AND MATTER: 41391-0001

MESSAGE:

Re: (((H09000110276 3)))
SOUTHERN CHEVROLET DEALERS - TALLAHASSEE ADVERTISING, INC.
Articles of Merger

PLEASE NOTIFY US IMMEDIATELY IF ALL PAGES WERE NOT RECEIVED AT 813.225.3020

FAX OPERATOR: _____ FIRST ATTEMPT: _____ SECOND ATTEMPT: _____

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www.broadandcassel.com

MARGARET A. WEAVER
DIRECT LINE: (813) 225-3022
EMAIL: mweaver@broadandcassel.com

May 12, 2009

VIA FACSIMILE

Department of State
Division of Corporations
Attn: Carol Mustain, Regulatory Specialist II
Clifton Building
2661 W. Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger – Southern Chevrolet Dealers-Tallahassee Advertising, Inc.
Ref No.: N08000003115
Electronic filing No. (((H09000110276)))

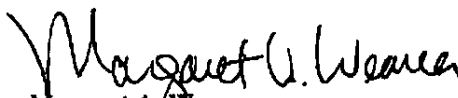
Dear Ms. Mustain:

Pursuant to our conversation today, attached hereto is the Articles of Merger which were transmitted to your office for filing via facsimile on April 30, 2009. Enclosed herewith for filing are Articles of Merger for filing (which is now legible). As previously indicated, we filed the attached via e-filing and our Firm account Number I20080000032 was charged \$78.75 for the required fees for filing and obtaining a certified copy. Please return the certified copy to our office using the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter. If you have any questions or require additional information, please do not hesitate to contact me.

Sincerely yours,

BROAD AND CASSEL


Margaret A. Weaver
Florida Registered Paralegal

mmw
Enclosures

(((H09000110276 3)))

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOUTHERN CHEVROLET DEALERS - TALLAHASSEE ADVERTISING, INC.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fees are submitted for filing.

Please return all correspondence concerning this matter to following:

Larry O. Strom

(Contact Person)

SOUTHERN CHEVROLET DEALERS - TALLAHASSEE ADVERTISING, INC.
(Firm/Company)

3127 West Tennessee Street
(Address)

Tallahassee, FL 32304
(City/State and Zip Code)

For further information concerning this matter, please call:

Larry O. Strom

(Name of Contact Person)

At (850) 694-2722

(Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

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

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SOUTHERN CHEVROLET DEALERS - TALLAHASSEE ADVERTISING, INC.	Florida	N08000003115

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SOUTHERN CHEVROLET DEALERS - PANAMA CITY ADVERTISING, INC.	Florida	N08000003788

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

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Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on _____.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on _____. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: _____ FOR _____ AGAINST

SECTION II

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

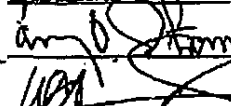
There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

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(((H09000110276 3)))

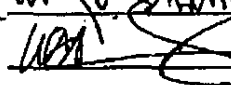
Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of the chairman/
vice chairman of the board
or an officerTyped or Printed Name of Individual & Title

SOUTHERN CHEVROLET DEALERS - TALLAHASSEE ADVERTISING, INC.



LARRY O. STROM PRES.

SOUTHERN CHEVROLET DEALERS - PANAMA CITY ADVERTISING, INC.



BILL CRAMER PRES.

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((H09000110276 3)))

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation: SOUTHERN CHEVROLET DEALERS-TALLAHASSEE ADVERTISING, INC., a Florida not-for-profit corporation.

The name and jurisdiction of the merging corporation SOUTHERN CHEVROLET DEALERS-PANAMA CITY ADVERTISING, INC., a Florida not-for-profit corporation.

The terms and conditions of the merger are as follows:

1. Effect of Merger. At the Effective Time, the merging corporation shall merge with and into the surviving corporation and the separate existence of the merging corporation shall cease. The effect of the Merger shall be pursuant to the provisions of Florida Statutes 617.1106. Without limiting the generality of the foregoing, all rights, powers, privileges, obligations and duties of merging corporation shall become the rights, powers, privileges, obligations and duties of the surviving corporation.
2. Governing Documents. The Articles of Incorporation of SOUTHERN CHEVROLET DEALERS -TALLAHASSEE ADVERTISING, INC., as amended to the extent provided in the Articles of Merger, and the Bylaws of SOUTHERN CHEVROLET DEALERS - TALLAHASSEE ADVERTISING, INC., as in effect at the Effective Time, shall continue in full force and effect as the Articles of Incorporation and Bylaws of the surviving corporation until sooner terminated or changed pursuant to the provisions of Chapter 617 of the Florida Statutes.
3. Directors and Officers. At the Effective Time, the directors and the officers of the surviving corporation shall be the incumbent directors and officers of SOUTHERN CHEVROLET DEALERS TALLAHASSEE ADVERTISING, INC., all of whom shall hold their directorships and offices until the election and qualification of their respective successors until their tenure is otherwise terminated in accordance with the Articles of Incorporation or Bylaws of the surviving corporation.
4. Termination and Abandonment. Prior to the Effective Time, this Agreement may be terminated and the Merger abandoned by the Board of Directors of SOUTHERN CHEVROLET DEALERS TALLAHASSEE ADVERTISING, INC.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

ARTICLE II: PURPOSES

Section 1: That the sole purpose for which this corporation is formed is to advertise and promote the products and services of Chevrolet dealers, who are members of the corporation.

Section 2: The general purpose for which this corporation is formed and the activities and objectives to be carried on by it are:

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(a) To foster and promote retail trade and commerce in connection with the products and services of the members, and to protect the same from unjust and unlawful exactions and impositions.

(b) To foster and promote the interest of those persons, firms and corporations engaged in the retailing of Chevrolet vehicles in the Tallahassee/Thomasville DMA and the Panama City DMA (Designated Market Area — a television advertising market as defined by Nielsen Media Research, Inc).

(c) To conduct and operate means and places of disseminating information relative to the use of motor vehicles and for such purposes to establish, conduct and manage advertising and promotional campaigns, exhibitions, display tests, trials and demonstrations.

(d) To promote the establishment and maintenance of a high standard of business ethics by members of the corporation and by all other automobile dealers, and to discourage the use of false or misleading advertising or any other business practice, which may be detrimental to the public and to the retail automobile industry.

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