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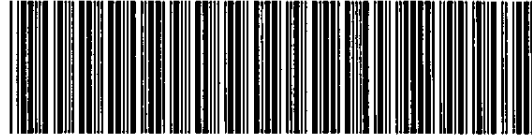
(Business Entity Name)

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JAN 15 2016
C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JOHNSON AUTO PARTS, INC.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

SAMUEL JOHNSON

Contact Person

JOHNSON AUTO PARTS

Firm/Company

P O BOX 759

Address

YULEE, FLORIDA 32041

City/State and Zip Code

SJOHNSON@JOHNSONAUTOPARTSINC.COM

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

For further information concerning this matter, please call:

SAMUEL JOHNSON

Name of Contact Person

At (904)

225-8315 EXT 104

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

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JOHNSON AUTO PARTS, INC.	FLORIDA	P03000003992

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Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JOHNSON AUTO PARTS, INC.	GEORGIA	11030384

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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 01 / 01 / 2016 (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.)

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.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 01/01/2016 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 01/01/2016 and shareholder approval was not required.

(Attach additional sheets if necessary)

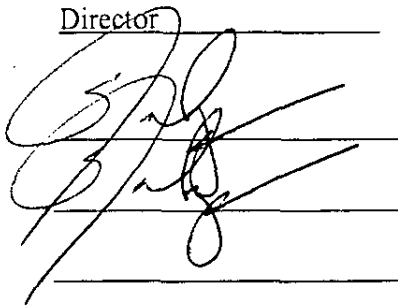
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

JOHNSON AUTO PARTS, INC



SAMUEL JOHNSON, PRESIDENT

JOHNSON AUTO PARTS, INC

SAMUEL JOHNSON, PRESIDENT

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JOHNSON AUTO PARTS, INC.
P O BOX 759
YULEE, FL 32041
904-225-9922
FAX 904-225-9141
WWW.JOHNSONAUTOPARTSINC.COM

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NAPA AUTO PARTS – FERNANDINA BCH

NAPA AUTO PARTS – HILLIARD

NAPA AUTO PARTS - KINGSLAND

NAPA AUTO PARTS – WAYCROSS

JOHNSON BROTHERS HARDWARE AND AUTO SUPPLY

JOHNSONS HARDWARE AND AUTO SUPPLY - WOODBINE

NAPA AUTO PARTS HOMERVILLE

January 1, 2016

Plan of Merger

This Agreement and plan of merger dated January 1, 2016, between Johnson Auto Parts, Inc. a Georgia for profit S corporation, and Johnson Auto Parts, Inc., a Florida for profit S Corporation, sometimes referred to herein as the "Constituent Corporations".

Whereas, Johnson Auto Parts, Inc., (the surviving, reorganized FL Corp) is duly organized and existing under the laws of the State of Florida and Johnson Auto Parts, Inc. (the target/dissolving GA Corp) is duly organized and existing under the laws of the state of Georgia; and

Whereas, the Board of Directors of each of Constituent Corporations has determined that it is advisable and in its corporations' best interest for Johnson Auto Parts, Inc. (Georgia) to be merged into Johnson Auto Parts, Inc. (Florida), with Johnson Auto Parts, Inc. (Florida) being the surviving corporation on the terms and conditions set forth herein.

Now Therefore, the parties to this agreement in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect, as follows:

1. Members

- (a) Johnson Auto Parts, Inc. (Florida), has no members with the right to vote with respect to the Merger, as defined below. No Capital contribution is required or has been made by any member of Johnson Auto Parts, Inc. (Florida) and there is no holder of any certificates evidencing any such conveyance.
- (b) Johnson Auto Parts, Inc. (Georgia), has no members or holders of any certificates evidencing capital contributions or subventions.

2. Approval of Merger.



JOHNSON AUTO PARTS, INC.
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NAPA AUTO PARTS - KINGSLAND

NAPA AUTO PARTS HOMERVILLE

NAPA AUTO PARTS – WAYCROSS

This agreement was authorized and approved by both Johnson Auto Parts, Inc. (Florida and Georgia) Boards of Directors in accordance with their bylaws, articles of incorporation and laws governing for profit corporations in the States of Florida and Georgia.

3. Merger

At the Effective Date of the Merger, the separate existence of Johnson Auto Parts, Inc. (Georgia) shall cease and be merged into Johnson Auto Parts, Inc. (Florida), which shall continue to operate under its corporate existence and be the surviving corporation. Johnson Auto Parts, Inc., as it will exist following the merger, is sometimes referred to as the "Surviving Corporation."

4. Effective Date

The Surviving Corporation will file articles of merger with Florida Secretary of State with respect to the merger, as required, and the shall become effective upon filing of such articles in accordance with applicable law. Hereafter referred to as the "Effective Date".

5. Terms of the Merger

- (a) The name of the Surviving Corporation, following the Effective Date of the Merger shall be Johnson Auto Parts, Inc.
- (b) As of the Effective Date, the Articles of Incorporation of the Johnson Auto Parts, Inc. (Florida) shall be and remain to be the Articles of the Surviving Corporation.
- (c) As of the Effective Date, the Bylaws of the Johnson Auto Parts, Inc. (Florida) shall be and remain to be the Bylaws of the Surviving Corporation.
- (d) As of the Effective Date, the director and officers of the Surviving Corporation shall be the current directors and officers of Johnson Auto Part, Inc. (Florida) holding office immediately prior to the Effective Date, who will hold office subject to the bylaws of the *Surviving Corporation*.
- (e) As of the Effective Date, the Surviving Corporation shall possess all of the rights, privileges, immunities, and franchises of a public and private nature of each of the Constituent Corporations; and all property, real, personal and mixed and all debts due as they relate to this property, interest or subscriptions belonging to the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein



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vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided however that the Surviving Corporation shall assume responsibility for the liabilities as they relate to these;

- (f) Each share or fraction of a share of the constituent corporation whose shares are being converted pursuant to the merger which are outstanding immediately prior to the effective date of the merger is converted in the merger into a share or equal fraction of share of the surviving company having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions thereof as the share of the constituent corporation being converted in the merger;
- (g) The intent of this merger is to reorganize a wholly owned subsidiary passive corporate entity into the parent wholly owned passive Surviving Corporation without creating any gain or capitalization by nature of the Merger or creating any tax liability.
- (h) The interpretation of this document will be governed by the laws of the State of Florida.

In Witness, I as President and Chairman of both Johnson Auto Parts, Inc. (Florida) and Johnson Auto Parts, Inc. (Georgia) have executed this agreement as of the date set forth above.

Johnson Auto Parts, Inc.
A Florida for Profit Corporation

By: _____ 1/1/2016

Johnson Auto Parts, Inc.
A Georgia for Profit Corporation

By: _____ 1/1/2016



PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

JOHNSON AUTO PARTS, INC.

FLORIDA

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

JOHNSON AUTO PARTS, INC.

GEORGIA

Third: The terms and conditions of the merger are as follows:

See Plan Of Merger for Subsidiary Corporations that follows;

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

JOHNSON AUTO PARTS, INC.

Jurisdiction

FLORIDA

The name and jurisdiction of each **subsidiary** corporation:

Name

JOHNSON AUTO PARTS, INC.

Jurisdiction

GEORGIA

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share or fraction of a share of the constituent corporation whose shares are being converted pursuant to the merger which are outstanding immediately prior to the effective date of the merger is converted in the merger into a share or equal fraction of share of the surviving company having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions thereof as the share of the constituent corporation being converted in the merger;

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: