

P06000084166

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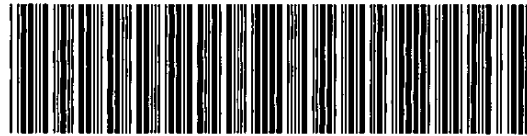
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merger

Thewis
Effective date

6-30-06

06/27/06--01052--015 **78.75

FILED
06 JUN 27 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Dealer Properties 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:

Douglas A. Backus
(Contact Person)

Dealer Properties Inc.
(Firm/Company)

18010 Via Bellamare Lane
(Address)

Miromar Lakes FL 33913
(City/State and Zip Code)

For further information concerning this matter, please call:

Jeffrey J. Storch At (608) 283-1781
(Name of Contact Person) (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)
Dealer Properties Inc.	Florida	P06000084166

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Dealar Properties Inc.	Wisconsin	1H11900
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 06/30/2006 / _____ (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.)

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 06/24/2006.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 06/24/2006.

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

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Dealer Properties Inc. (FL)

W. B. Burt

Douglas A. Backus, President

Dealer Properties Inc. (WI)

D. B. Buckner

Douglas A. Backus, President

.....

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.....

100

Figure 1. The distribution of the number of children in the family. The x-axis represents the number of children (0 to 10), and the y-axis represents the percentage of families (0% to 100%). The distribution is highly skewed to the right, with a peak at 0 children (approximately 65%).

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

Dealer Properties Inc.

Florida

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

Name

Jurisdiction

Dealar Properties Inc.

Wisconsin

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

Subject to the conditions of this plan, the Wisconsin corporation Dealar Properties Inc. ("Dealar WI") will merge into the Florida corporation Dealer Properties Inc. ("Dealer FL"). Dealer FL will be the surviving entity, and its Articles of Incorporation as in effect immediately prior to the merger will be the Articles of Incorporation of the surviving entity.

One share of Dealar WI shall be converted into 100 shares of Dealer FL.

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:

One share of Dealar WI shall be converted into 100 shares of Dealer FL.

(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:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: