

P16 000081598

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TALLAHASSEE, FLORIDA

2020 SEP 28 PM 6:55

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**Stoneburner Berry
Purcell & Campbell, P.A.**

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Direct No: (904) 930-4083

September 25, 2020

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Drive
Tallahassee, FL 32301

Re: Articles of Merger – Key Buick Company, a Delaware corporation
with and into Lynch Holding Company, a Florida corporation
Document #P16000081598

Dear Sir or Madam:

Enclosed please find the Articles of Merger and Agreement and Plan of Merger and Unanimous Written Consent or the shareholders and directors. Also enclosed is our firm's Check No. 2637 in the amount of \$70.00, representing the filing fee in this matter.

Please contact me if you have any questions or comments regarding this matter. Thank you.

Sincerely yours,



Gresham R. Stoneburner

GRS/bb
Encs.

ARTICLES OF MERGER AND AGREEMENT AND PLAN OF MERGER

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:

Name	Jurisdiction	Document Number (If known/applicable)
Lynch Holding Company	Florida	P16000081598

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/applicable)
Key Buick Company	Delaware	821341

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:59 pm 09/30/2020. (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 and directors of the surviving corporation on July 6, 2020.

The Plan of Merger was adopted by the board of directors of the surviving corporation on June __, 2020 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 sole shareholder and directors of the merging corporation(s) on July 6, 2020.

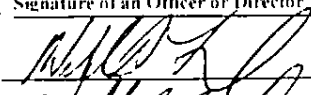

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ 2020 and shareholder approval was not required.

Seventh: At the effective time of the merger, Article 1 of the surviving corporation is modified to read as follows:

Article 1

The name of the corporation is: **KEY BUICK COMPANY**.

Eighth: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Lynch Holding Company		William P. Lynch, President
Key Buick Company		William P. Lynch, President

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Exhibit "A"

AGREEMENT AND PLAN OF MERGER
OF
KEY BUICK COMPANY
(a Delaware corporation)
WITH AND INTO
LYNCH HOLDING COMPANY
(a Florida corporation)

AGREEMENT AND PLAN OF MERGER, dated this 22nd day of September, 2020, pursuant to Section 607.1104 of the Business Corporation Act of the State of Florida, between KEY BUICK COMPANY, a Delaware corporation ("Key Buick"), with and into LYNCH HOLDING COMPANY, a Florida corporation ("Lynch Holding").

WITNESSETH:

WHEREAS, Lynch Holding is the parent of, and owns all of the issued and outstanding stock of, Key Buick;

WHEREAS, all of the constituent corporations desire to merge into a single corporation; and

NOW THEREFORE, the corporations, 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:

FIRST: Key Buick hereby merges into itself Lynch Holding and Key Buick shall be hereby merged into Lynch Holding, which shall be the surviving corporation.

SECOND: The Certificate of Incorporation of Lynch Holding as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

THIRD: The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of Lynch Holding, the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.
- (b) Each share of common stock of Key Buick, the merged corporation, which shall be outstanding on the effective date of this merger, and all rights in respect thereof shall forthwith be canceled and retired without any payment therefor.
- (c) After the effective date of this merger, each holder of an outstanding certificate representing shares of common stock of Key Buick, the merged corporation, shall surrender the same to Lynch Holding, the surviving corporation, and each such holder shall be entitled upon such surrender to receive the number of shares of common stock of Lynch Holding, the surviving corporation, on the basis provided herein. Until so surrendered, the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporation purposes as evidencing the ownership of shares of the surviving corporation as though said surrender and exchange had taken place. After the effective date of this Agreement, each registered owner of any shares of common stock of the merged corporation shall have said shares cancelled and said registered owner shall be entitled to the number of common shares of the surviving corporation on the basis provided herein.

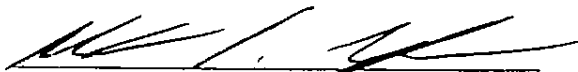
FOURTH: The terms and conditions of the merger are as follows:

- (a) The by-laws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.


- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective as of the close of business on September 30, 2020.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporations as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time-to-time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Shareholders and Boards of Directors have caused these presents to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on this 22nd day of September, 2020.


ATTEST:


By: Robert P. Lynch, Secretary

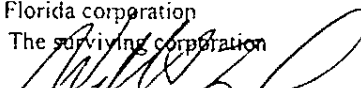
KEY BUICK COMPANY,
a Delaware corporation
The merged corporation


By: William P. Lynch, President

ATTEST:


By: Robert P. Lynch, Secretary

LYNCH HOLDING COMPANY,
a Florida corporation
The surviving corporation


By: William P. Lynch, President

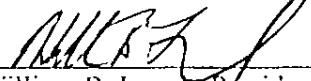
**UNANIMOUS WRITTEN CONSENT
OF
LYNCH HOLDING COMPANY**

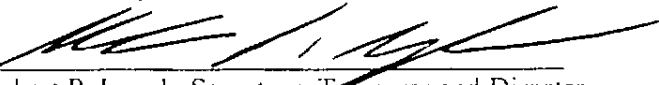
Pursuant to the authority granted by Florida law, the adoption of the following resolutions is consented to by the undersigned shareholders and directors of LYNCH HOLDING COMPANY, a Florida corporation (the "Corporation") in accordance with Sections 607.0704 and 607.0821, Florida Statutes:

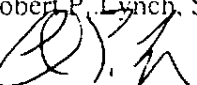
RESOLVED, that the Company enter into the Articles of Merger and Agreement and Plan of Merger as set forth on Exhibit "A".

RESOLVED, that this Written Consent shall be effective as of this 6th day of July 2020.

LYNCH HOLDING COMPANY

By: 
William B. Lynch, President and Director

By: 
Robert P. Lynch, Secretary, Treasurer and Director

By: 
Thomas P. Lynch, Vice President, Assistant Secretary, Assistant Treasurer, Dealer Operator and Director