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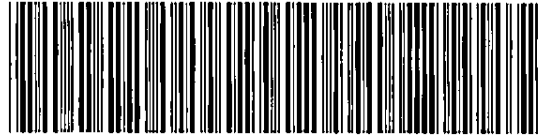
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Filing Cover Sheet

To: Florida Division of Corporations

From: TAYLOR SEAY C/O Capitol Services, Inc.

Date: 12/28/2018

Trans#: 1023279

**Entity Name: GUARDIAN ACQUISITION-AMERICAN TOWING AND
TRANSPORT, INC. (FL) MERGING INTO AMERICAN TOWING AND TRANSPORT,
INC. (FL)**

Articles Incorporation ()

Articles of Amendment ()

Articles of Dissolution ()

Annual Report ()

Conversion ()

Fictitious Name ()

Foreign Qualification ()

Limited Liability ()

Limited Partnership ()

Merger (XX - Effective Date: 1/1/19) /

Reinstatement ()

Withdrawal / Cancellation ()

Other ()

STATE FEES PREPAID WITH CHECK#1397 FOR \$78.75 /

PLEASE RETURN:

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Good Standing ()

Certificate of Fact ()

ARTICLES OF MERGER
OF
GUARDIAN ACQUISITION - AMERICAN TOWING AND TRANSPORT, INC.
INTO
AMERICAN TOWING AND TRANSPORT, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned entities (collectively, the "**Constituent Entities**") hereby adopt the following Articles of Merger for the purpose of merging **Guardian Acquisition - American Towing and Transport, Inc.**, a Florida corporation, with and into, **American Towing and Transport, Inc.**, a Florida corporation, which shall be the surviving entity in the Merger.

- FIRST:** The names of each of the Constituent Entities are American Towing and Transport, Inc. and Guardian Acquisition - American Towing and Transport, Inc. American Towing and Transport, Inc. is a corporation organized under the laws of the State of Florida. Guardian Acquisition - American Towing and Transport, Inc. is a corporation organized under the laws of the State of Florida.
- SECOND:** The **Plan of Merger** duly authorized and approved by each of the Constituent Entities is attached hereto as **EXHIBIT A** and is hereby incorporated by reference as a part of these Articles of Merger.
- THIRD:** The name of the surviving entity shall be **American Towing and Transport, Inc.**, a Florida corporation.
- FOURTH:** The Plan of Merger was duly adopted by the Shareholders and Directors of each of the Constituent Entities on December 21, 2018.
- FIFTH:** The merger shall be effective on January 1, 2019.

Dated: December 21, 2018.

AMERICAN TOWING AND
TRANSPORT, INC.

By: _____

Title: _____

[Signature]

President

GUARDIAN ACQUISITION - AMERICAN
TOWING AND TRANSPORT, INC.

By: _____

Title: _____

[Signature]

President

18 DEC 28 AM 8:15
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JACKSONVILLE, FLORIDA

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger (the "**Agreement**") is made and entered into the 27th day of December, 2018, by and among **American Towing and Transport, Inc.**, a Florida corporation ("**American Towing**"), 1376 SR 574 E, Seffner, Florida 33584, and **Guardian Acquisition - American Towing and Transport, Inc.**, a Florida corporation ("**Guardian Acquisition**"), 4701 East Avenue, West Palm Beach, Florida 33407.

WHEREAS, American Towing is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, Guardian Acquisition is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, Mark Kara owns 100% of the issued and outstanding stock of American Towing (the "**American Towing Shareholder**");

WHEREAS, Guardian Fleet Services, Inc. owns 100% of the issued and outstanding stock of Guardian Acquisition (the "**Guardian Shareholder**");

WHEREAS, the American Towing Shareholder, the Guardian Shareholder and the Boards of Directors of American Towing and Guardian Acquisition deem the merger of Guardian Acquisition with and into American Towing, under and pursuant to the terms and conditions herein set forth, desirable and in the best interest of American Towing and Guardian Acquisition, and the Boards of Directors of American Towing and Guardian Acquisition have adopted resolutions approving this plan of merger, a true and correct copy of which are attached hereto as Exhibits A and B; and

WHEREAS, the parties desire that Guardian Acquisition merge with and into American Towing upon the terms and conditions set forth herein and in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual terms and conditions herein contained, and intending to be legally bound, it is agreed between the parties hereto as follows:

ARTICLE 1 **THE MERGER**

1.1 **Merger, Surviving Corporation, Name.** In accordance with the provisions of this Agreement, the appropriate provisions of the Florida Business Corporation Act, effective as of January 1, 2019 (the "**Effective Time**"), Guardian Acquisition shall be merged with and into American Towing (the "**Merger**"), and American Towing shall be the surviving corporation in the Merger (hereinafter sometimes called the "**Surviving Corporation**") and shall continue its corporate existence under the laws of the State of Florida. At the Effective Time, the separate existence of Guardian Acquisition shall cease. All properties, franchises and rights belonging to American Towing and Guardian Acquisition,

by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each of American Towing and Guardian Acquisition. The name of the Surviving Corporation shall be **American Towing and Transport, Inc.**

1.2 **Conversion of Shareholder's Interest.** At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the shares of Guardian Acquisition owned by Shareholder immediately prior to the Effective Time shall be converted into the right to receive stock of American Towing as set forth in 1.6(a) below.

1.3 **Articles of Incorporation.** The Articles of Incorporation of American Towing as in effect immediately prior to the Effective Time shall thereafter continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until altered or amended as provided therein or by law.

1.4 **Bylaws.** The Bylaws of American Towing in effect immediately prior to the Effective Time shall be the Bylaws of the Surviving Corporation until altered, amended or repealed as provided therein or by law.

1.5 **Directors and Officers.** The directors and officers of Guardian Acquisition shall serve as directors and officers of the Surviving Corporation following the Effective Time.

1.6 **Effect on Capital Stock.**

(a) At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, the interest of Guardian Acquisition owned by the Guardian Shareholder shall be converted into 1,000 shares of the common voting stock of American Towing.

(b) As a result of the Merger, and without any action on the part of the holders thereof, at the Effective Time, all shares of stock of Guardian Acquisition shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and each holder of a certificate which immediately prior to the Effective Time represented any such shares of stock of Guardian Acquisition shall thereafter cease to have any rights with respect to such shares of stock of Guardian Acquisition, except as provided herein or by law.

[END OF TEXT – SIGNATURE PAGE AND EXHIBITS FOLLOW]

IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement and Plan of Merger Agreement as of the date first above written.

GUARDIAN ACQUISITION - AMERICAN TOWING
AND TRANSPORT, INC.

By: _____

Title: _____

AMERICAN TOWING AND TRANSPORT, INC.

By: _____

Title: _____

EXHIBIT A

**RESOLUTIONS OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
AMERICAN TOWING AND TRANSPORT, INC.**

RESOLVED, that the proposed merger (the "Merger") of American Towing and Transport, Inc., a Florida corporation (the "Company"), with Guardian Acquisition - American Towing and Transport, Inc., a Florida corporation (the "Corporation"), with American Towing and Transport, Inc. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Company.

EXHIBIT B

**RESOLUTIONS OF
BOARD OF DIRECTORS AND SHAREHOLDERS OF
GUARDIAN ACQUISITION - AMERICAN TOWING AND TRANSPORT, INC.**

RESOLVED, that the proposed merger (the "Merger") of American Towing and Transport, Inc., a Florida corporation (the "Company"), with Guardian Acquisition - American Towing and Transport, Inc., a Florida corporation (the "Corporation"), with American Towing and Transport, Inc. being the surviving corporation after the Merger, be and is hereby approved;

FURTHER RESOLVED, that the President and/or Secretary or other appropriate officers shall take any and all actions, including the execution and delivery of the Agreement and Plan of Merger and Articles of Merger where required, necessary or convenient to effect the Agreement in the name and on behalf of the Corporation.