

FROM :

FAX NO. :

Dec. 29 2010 01:07AM P3/11

P32664

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
KEYSTONE AUTOMOTIVE INDUSTRIES, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	08
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EFFECTIVE DATE  
1-1-2011

*merger*  
*SS*  
*12/28/10*

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FAX NO. :

Dec. 29 2010 01:07AM P4/11

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EFFECTIVE DATE  
1-1-2011

[A tax clearance is not required prior to the filing of Articles of Merger, however, both corporations must be in good standing with the Florida Department of State.]

[Submit to the Department of State one (1) executed original and one (1) conformed copy of the Articles of Merger.]

ARTICLES OF MERGER

OF

Keystone Automotive Industries FL, Inc.

AND

Keystone Automotive Industries, Inc.

To the Department of State  
State of Florida

SECRET  
TALLAHASSEE, FLORIDA

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Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

FIRST: Annexed hereto and made a part hereof is the Plan of Merger for merging Keystone Automotive Industries FL, Inc. with and into Keystone Automotive Industries, Inc.

SECOND: The shareholders entitled to vote on the aforesaid Plan of Merger of Keystone Automotive Industries FL, Inc. approved and adopted the Plan of Merger by unanimous written consent of the shareholders on December 15, 2010 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act..

THIRD: The shareholders of Keystone Automotive Industries, Inc. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 15, 2010.

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FAX NO. :

Dec. 29 2010 01:07AM P5/11

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FOURTH: The merger of Keystone Automotive Industries FL, Inc. with and into Keystone Automotive Industries, Inc., which shall be effective as of January 1, 2011 is permitted by the laws of the jurisdiction of organization of Keystone Automotive Industries, Inc. and has been authorized in compliance with said laws.

Executed on this 15<sup>th</sup> day of December, 2010.

Keystone Automotive Industries FL, Inc.

By:

Walter P. Hanley  
Name: Walter P. Hanley  
Capacity: Secretary

Keystone Automotive Industries, Inc.

By:

Walter P. Hanley  
Name: Walter P. Hanley  
Capacity: Secretary

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FROM :

FAX NO. :

Dec. 29 2010 01:07AM P6/11

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PLAN OF MERGER adopted on December 15, 2010 by resolution of the Board of Directors of Keystone Automotive Industries FL, Inc., a business corporation organized under the laws of the State of Florida on November 24, 1982, and adopted on December 15, 2010 by resolution of the Board of Directors of Keystone Automotive Industries, Inc., a business corporation organized under the laws of the State of California. The names of the corporations planning to merge are Keystone Automotive Industries FL, Inc., a business corporation organized under the laws of the State of Florida, and Keystone Automotive Industries, Inc., a business corporation organized under the laws of the State of California. The name of the surviving corporation into which Keystone Automotive Industries FL, Inc. plans to merge effective January 1, 2011 is Keystone Automotive Industries, Inc.

1. Keystone Automotive Industries FL, Inc. and Keystone Automotive Industries, Inc., shall, effective as of January 1, 2011 pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of Keystone Automotive Industries, Inc. be merged with and into a single corporation, to wit, Keystone Automotive Industries, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Keystone Automotive Industries FL, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The articles of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the articles of incorporation of said surviving corporation and said articles of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

FROM :

FAX NO. :

Dec. 29 2010 01:08AM P7/11

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5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into share[s] of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of California, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

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Dec. 29 2010 01:08AM PB/11

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**KEYSTONE AUTOMOTIVE INDUSTRIES FL, INC.**

**Unanimous Written Consent of the Board of Directors**

The undersigned, being sole member of the Board of Directors of Keystone Automotive Industries FL, Inc., a Florida corporation (the "Merging Corporation"), hereby take the following actions by written consent, in lieu of a special meeting of the board of directors, pursuant to the Corporation Law of the state of Delaware, and hereby waive any notice required to be given in connection therewith:

**WHEREAS**, the Board of Directors of the Merging Corporation has received and reviewed a Plan of Merger (the "Merger Agreement") pursuant to which the Merging Corporation will be merged with and into Keystone Automotive Industries, Inc., a California corporation (the "Surviving Corporation"), and in connection therewith, the outstanding shares of stock of the Merging Corporation will be converted into the shares of common stock of the Surviving Corporation as more fully set forth in the Merger Agreement; and

**WHEREAS**, the Board of Directors has determined that it is in the best interest of the Merging Corporation and its shareholders to enter into the Merger Agreement;

**NOW, THEREFORE, BE IT RESOLVED**, that the attached Merger Agreement in the form attached to these resolutions be, and hereby is, authorized and approved in all respects;

**RESOLVED FURTHER**, that the Board of Directors hereby authorizes and directs that the appropriate officers of the Merging Corporation execute the Merger Agreement and any ancillary documents including, but not limited to, the Articles of Merger (the "Transaction Documents") on behalf of the Merging Corporation, with such changes therein as any officer shall approve, such approval to be conclusively evidenced by his execution thereof;

**RESOLVED FURTHER**, that the officers of the Merging Corporation be and there hereby are, authorized and directed, for and on behalf of the Merging Corporation, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Merger Agreement and any Transaction Documents and such other agreements, certificates or documents, as any such officer may approve, and the execution and delivery thereof by any officer of the Merging Corporation shall be deemed conclusive evidence of the approval of any such addition, modification, amendment, or deletion;

**RESOLVED FURTHER**, that any and all actions heretofore taken by the officers of the Merging Corporation consistent with the foregoing resolutions are hereby ratified, approved and confirmed as the act and deed of the Merging Corporation; and

**RESOLVED FURTHER**, that the officers of the Merging Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Merging Corporation, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

Dated as of December 15, 2010

Joseph M. Holsten  
Joseph M. Holsten

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FROM :

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Dec. 29 2010 01:09AM P10/11

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### SHAREHOLDER'S RESOLUTION

**Approving Merger of Keystone Automotive Industries FL, Inc., a Florida corporation,  
with and into Keystone Automotive Industries, Inc., a California corporation**

**WHEREAS**, LKQ Corporation (the "Shareholder") is the sole shareholder of Keystone Automotive Industries, Inc., a California corporation (the "Surviving Corporation");

**WHEREAS**, the Board of Directors of the Surviving Corporation determined it advisable to obtain operating efficiencies through the merger of Keystone Automotive Industries FL, Inc. (the "Merging Corporation") with and into Surviving Corporation;

**NOW, THEREFORE, BE IT RESOLVED**, that Shareholder hereby approves the adoption of the Plan of Merger between the Surviving Corporation and the Merging Corporation and all terms and conditions set out in the aforementioned agreement.

**Dated as of December 15, 2010**

**LKQ CORPORATION**

  
Walter P. Hanley, Senior Vice President

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### SHAREHOLDER'S RESOLUTION

**Approving Merger of Keystone Automotive Industries FL, Inc. a Florida corporation,  
with and into Keystone Automotive Industries, Inc., a California corporation**

**WHEREAS**, Keystone Automotive Industries, Inc. (the "Shareholder") is the sole shareholder of Keystone Automotive Industries FL, Inc. (the "Merging Corporation");

**WHEREAS**, the Board of Directors of the Merging Corporation determined it advisable to obtain operating efficiencies through the merger of the Merging Corporation with and into Shareholder;

**NOW, THEREFORE, BE IT RESOLVED**, that Shareholder hereby approves the adoption of the Plan of Merger between the Shareholder and the Merging Corporation and all terms and conditions set out in the aforementioned agreement.

**Dated as of December 15, 2010**

**KEYSTONE AUTOMOTIVE INDUSTRIES, INC.**

  
Walter P. Hanley, Secretary

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Dec. 29 2010 01:08AM P9/11

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**KEYSTONE AUTOMOTIVE INDUSTRIES, INC.**

**Unanimous Written Consent of the Board of Directors**

The undersigned, being the sole member of the Board of Directors of Keystone Automotive Industries, Inc., a California corporation (the "Surviving Corporation"), hereby takes the following actions by written consent, in lieu of a special meeting of the board of directors, pursuant to the Corporation Law of the state of California, and hereby waives any notice required to be given in connection therewith:

**WHEREAS**, the Board of Directors of the Surviving Corporation has received and reviewed a Plan of Merger (the "Merger Agreement") pursuant to which Keystone Automotive Industries FL, Inc., a Florida corporation (the "Merging Corporation"), will be merged with and into the Surviving Corporation, and in connection therewith, the outstanding shares of stock of the Merging Corporation will be converted into the shares of common stock of the Surviving Corporation as more fully set forth in the Merger Agreement; and

**WHEREAS**, the Board of Directors has determined that it is in the best interest of the Surviving Corporation and its shareholders to enter into the Merger Agreement;

**NOW, THEREFORE, BE IT RESOLVED**, that the attached Merger Agreement in the form attached to these resolutions be, and hereby is, authorized and approved in all respects;

**RESOLVED FURTHER**, that the Board of Directors hereby authorizes and directs that the appropriate officers of the Surviving Corporation execute the Merger Agreement and any ancillary documents including, but not limited to, the Articles of Merger (the "Transaction Documents") on behalf of the Surviving Corporation, with such changes therein as any officer shall approve, such approval to be conclusively evidenced by his execution thereof;

**RESOLVED FURTHER**, that the officers of the Surviving Corporation be and there hereby are, authorized and directed, for and on behalf of the Surviving Corporation, to negotiate or otherwise cause such additions, modifications, amendments or deletions to be made to the Merger Agreement and any Transaction Documents and such other agreements, certificates or documents, as any such officer may approve, and the execution and delivery thereof by any officer of the Surviving Corporation shall be deemed conclusive evidence of the approval of any such addition, modification, amendment, or deletion;

**RESOLVED FURTHER**, that any and all actions heretofore taken by the officers of the Surviving Corporation consistent with the foregoing resolutions are hereby ratified, approved and confirmed as the act and deed of the Surviving Corporation; and

**RESOLVED FURTHER**, that the officers of the Surviving Corporation be, and each of them hereby is, authorized and directed, for and on behalf of the Surviving Corporation, to take such further action and execute such additional documents as each may deem necessary or appropriate to carry out the purposes of the above resolutions.

Dated as of December 15, 2010

Joseph M. Holsten  
Joseph M. Holsten

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