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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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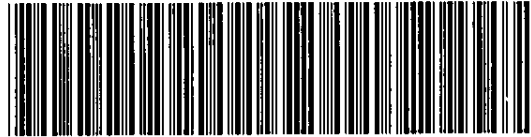
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DEC 28 2011

EXAMINER



600215227396

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2011 DEC 28 AM 11:03  
NOT RETURNED  
TO AGENCY FOR  
SUFFICIENCY OF FILING

EFFECTIVE DATE 12/31/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 28 PM 2:59



CORPORATION SERVICE COMPANY

EFFECTIVE DATE 12/31/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 28 PM 2:53

ACCOUNT NO. : I20000000195

REFERENCE : 040130 4371631

AUTHORIZATION

COST LIMIT : \$70.00

ORDER DATE : December 27, 2011

ORDER TIME : 9:29 AM

ORDER NO. : 040130-005

CUSTOMER NO: 4371631

ARTICLES OF MERGER

WHITE REALTY COMPANY

INTO

VALLEY MASTER PARTNERSHIP LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Troy Todd

EXAMINER'S INITIALS: \_\_\_\_\_

COVER LETTER

EFFECTIVE DATE 12/31/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 28 PM 2:59

TO: Registration Section  
Division of Corporations

SUBJECT: VALLEY MASTER PARTNERSHIP LLC

(Name of Surviving Party)

Please return all correspondence concerning this matter to:

JOHN R. CELLA, JR.

(Contact Person)

MANNING, FULTON & SKINNER, P.A.

(Firm/Company)

3605 GLENWOOD AVE., SUITE 500

(Address)

RALEIGH, NC 27612

(City, State and Zip Code)

For further information concerning this matter, please call:

JOHN R. CELLA, JR.

(Name of Contact Person)

at ( 919 ) 510-9272

(Area Code and Daytime Telephone Number)

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE 12/21/2011

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
11 DEC 28 PM 2:59

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WHITE REALTY COMPANY	FLORIDA	CORPORATION

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
VALLEY MASTER PARTNERSHIP LLC	NORTH CAROLINA	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

DECEMBER 31, 2011

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

2635 E. MILLBROOK RD.

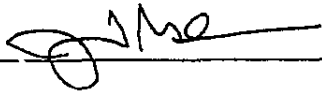
RALEIGH, NC 27604

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

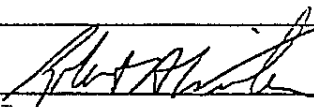
Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>WHITE REALTY COMPANY</u>		<u>JOHN W. GARDNER</u>
<hr/>		
<u>VALLEY MASTER PARTNERSHIP LLC</u>		<u>Robert A. Wicker</u>
By Its Manager: General Parts, Inc.		
By Its Secretary		

Corporations:	Chairman, Vice Chairman, President or Officer . <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>WHITE REALTY COMPANY</u>		<u>JOHN W. GARDNER</u>
<u>VALLEY MASTER PARTNERSHIP LLC</u>		<u>Robert A. Wicker</u>
By Its Manager: General Parts, Inc.		
By Its Secretary		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WHITE REALTY COMPANY	FLORIDA	CORPORATION

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
VALLEY MASTER PARTNERSHIP LLC	NORTH CAROLINA	LLC

**THIRD:** The terms and conditions of the merger are as follows:

SEE ATTACHED PLAN OF MERGER

*(Attach additional sheet if necessary)*



**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE ATTACHED PLAN OF MERGER (paragraph C)

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE ATTACHED PLAN OF MERGER (paragraph D)

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*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

~~SEE ATTACHED PLAN OF MERGER~~  
~~XX~~

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

SEE ATTACHED PLAN OF MERGER (paragraph H)

*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

SEE ATTACHED PLAN OF MERGER

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

SEE ATTACHED PLAN OF MERGER

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*(Attach additional sheet if necessary)*

**PLAN OF MERGER**  
**OF**  
**WHITE REALTY COMPANY,**  
**a Florida corporation**  
**WITH AND INTO**  
**VALLEY MASTER PARTNERSHIP LLC,**  
**a North Carolina limited liability company**

A. Pursuant to the terms and conditions of this Plan of Merger and applicable provisions of the Florida Business Corporation Act and the North Carolina Business Corporation Act, WHITE REALTY COMPANY ("Merging Company") shall be merged with and into VALLEY MASTER PARTNERSHIP LLC, a North Carolina limited liability company ("Surviving Company"). After the merger the existence of the Merging Company shall cease and the existence of the Surviving Company shall continue under its existing name.

B. The terms and conditions of the merger are as follows:

(1) Upon and after the Effective Time (defined hereafter) of the merger, all the assets and properties (real, personal, mixed, tangible, intangible, and every other kind and description and wheresoever situated) of the Merging Company shall become the assets and properties of the Surviving Company, and title thereto shall be deemed to be vested, without further act or deed, in the Surviving Company just as effectually as such title was vested in the Merging Company.

(2) Upon and after the Effective Time of the merger, all debts, liabilities, obligations, and duties of the Merging Company shall be assumed by the Surviving Company, and thenceforth the Surviving Company shall be responsible, without limitation as to amount, for such debts, liabilities, obligations, and duties just as fully and to the same extent as if such debts, liabilities, obligations, and duties had been originally incurred or contracted by the Surviving Company.

(3) The merger shall become effective on December 31, 2011 ("Effective Time").

C. The manner and basis of converting the shares of the Merging Company into membership interests of the Surviving Company are as follows:

(1) As of the Effective Time of the merger, each share of common stock of the Merging Company shall be cancelled without consideration.

(2) No changes relating to the membership interests of the Surviving Company or otherwise will be made to the Surviving Company's articles of organization or operating agreement on account of the merger.

D. The manner and basis of converting the rights to acquire shares of the Merging Company into rights to acquire shares of the Surviving Company are as follows:

(1) As of the Effective Time of the merger, any and all rights to acquire shares of the Merging Company shall be extinguished.

(2) No changes relating to any rights to acquire shares of the Merging Company will be made to the Surviving Company's articles of organization, operating agreement, or any other documents on account of the merger.

E. No amendments will be made to the articles of organization or operating agreement of the Surviving Company on account of the merger.

F. At any time prior to the Effective Time of the merger, the Manager or sole Member of the Surviving Company may, in its discretion, abandon the merger.

G. After the Effective Time of the merger, the board of directors and officers of the Merging Company shall have no power, authority or responsibility, and the affairs of the Merging Company shall be managed and directed by the board of directors and the officers of the Surviving Company.

H. The name, manager, and business address of the Surviving Company are as follows:

VALLEY MASTER PARTNERSHIP LLC  
General Parts, Inc., Manager  
2635 E. Millbrook Road  
Raleigh, North Carolina 27604

[Signature page follows.]

Executed this 27<sup>th</sup> day of December, 2011.

**Merging Company:**

WHITE REALTY COMPANY,  
a Florida corporation

By: \_\_\_\_\_

THOMAS B. HINES  
President

**Surviving Company:**

VALLEY MASTER PARTNERSHIP LLC,  
a North Carolina limited liability company

By Its Manager, GENERAL PARTS, INC.,  
a North Carolina corporation

By: \_\_\_\_\_

ROBERT A. WICKER  
Secretary