

P95000023279

Robert S. Williams

(Requestor's Name)

Viera Williams P.A.

(Address)

625 E Tenn. St. #220

(Address)

Tallahassee, FL 32308

(City/State/Zip/Phone #)

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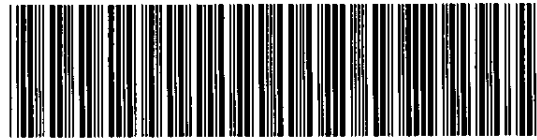
(Business Entity Name)

(Document Number)

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merger

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2/28/09

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09 FEB 25 PM 3:32
TALLAHASSEE, FLORIDA

FILED
09 FEB 25 PM 3:37
TALLAHASSEE, FLORIDA

ADP
2/25/09

2/28/09
**ARTICLES OF MERGER
OF
BG DEALER SERVICES, INC.
WITH AND INTO
DEALER SERVICES, INC.**

FILED
09 FEB 25 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
1. BG DEALER SERVICES, INC. 2108-2 Gilliam Road Tallahassee, FL 32308	Florida

Florida Document/Registration Number: P05000132730	FEI Number: 20-3528926
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SECOND: The exact name, street address of its principal office, jurisdiction, of the surviving party is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>
1. DEALER SERVICES, INC. 2108-2 Gilliam Road Tallahassee, FL 32308	Florida

Florida Document/Registration Number: P95000023279	FEI Number: 59-3083671
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THIRD: The attached Plan of Merger meets the requirements of section 607.1101, Florida Statutes, and was approved by each corporation that is a party to the merger in accordance with Chapter 607, Florida Statutes.

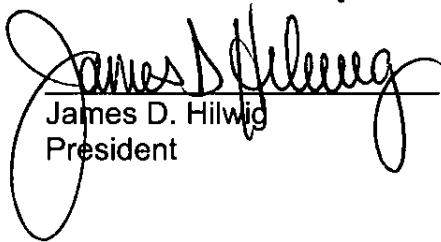
FOURTH: The Board of Directors of each corporation by unanimous consent approved and adopted the plan of merger on the 25 day of February, 2009.

FIFTH: The Shareholders of each corporation by unanimous consent approved and adopted the plan of merger on the 25 day of February, 2009.

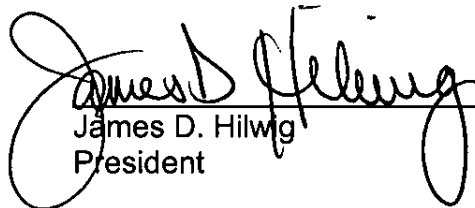
SIXTH: The merger shall become effective as of the close of business on Saturday, February 28, 2009.

SEVENTH: SIGNATURES FOR EACH PARTY:

DEALER SERVICES, INC.


James D. Hilwig
President

BG DEALER SERVICES, INC.


James D. Hilwig
President

**AGREEMENT AND PLAN OF MERGER
OF
BG DEALER SERVICES, INC.
WITH AND INTO
DEALER SERVICES, INC.**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 607.1101 and section 607.1103 is being submitted in accordance with section(s) 607.1105, Florida Statutes.

FIRST: The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
BG DEALER SERVICES, INC.	Florida

SECOND: The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
DEALER SERVICES, INC.	Florida

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

a. BG Dealer Services, Inc. shall merge into Dealer Services, Inc. and the separate existence of BG Dealer Services shall cease in accordance with the applicable provisions of the general corporation law of the State of Florida. Dealer Services, Inc. will be the surviving corporation and will continue to be governed by the laws of the State of Florida and the separate corporate existence of Dealer Services, Inc., and all of its rights, privileges, immunities as well as all of its duties and liabilities as a corporation organized under the laws of the State of Florida will continue unaffected by the merger.

b. BG Dealer Services, Inc. shall transfer all of its assets to Dealer Services, Inc. and Dealer Services, Inc. hereby assumes and shall be held responsible for any and all liabilities of BG Dealer Services, Inc.

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:

a. On the closing date of the merger, the shareholders of BG Dealer Services, Inc. shall deliver to Dealer Services, Inc. the certificates representing all of the outstanding shares of the common stock of BG Dealer Services, Inc., which shall be duly canceled. In return for 25 shares of common stock of BG Dealer Services, Inc. each former shareholder of BG Dealer Services, Inc. shall receive 20 new shares of common stock of Dealer Services, Inc.

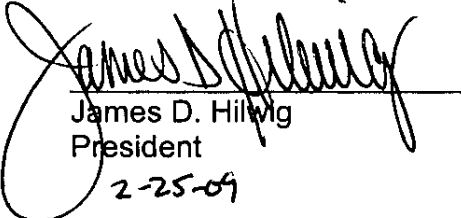
FIFTH: Surviving corporation:

a. The Articles of Incorporation of Dealer Services, Inc. in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation following the effective date of the merger.

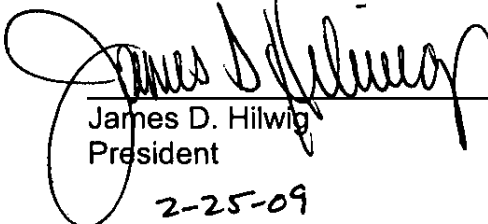
b. The by-laws of Dealer Services, Inc. in effect immediately prior to the effective date of this merger shall be the by-laws of Dealer Services, Inc., after the effective date of this merger.

c. From and after the effective date of the merger, the Board of Directors of Dealer Services, Inc. shall be the Board of Directors of the surviving corporation.

DEALER SERVICES, INC.


James D. Hilwig
President
2-25-09

BG DEALER SERVICES, INC.


James D. Hilwig
President
2-25-09