

P95000071169

LAW OFFICES
KEMP, KLEIN, UMPHREY & ENDELMAN

PROFESSIONAL CORPORATION
200 WEST HICKORY AVENUE
SUITE 1000
WEST PALM BEACH, FLORIDA
33411-4300

TROY MICHAEL THORNTON

TELEPHONE (407) 833-2222
FAX (407) 833-2222

300 SOUTH FLORIDA AVENUE, NEW
YORK OFFICE
WASHINGTON, D.C. 20001-4000
TELEPHONE (202) 462-1100

111 EAST WASHINGTON
ANN ARBOR, MI 48106-1111
TELEPHONE (313) 769-1111
FAX (313) 769-1111

September 6, 1995

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: SCM REALTY II, INC.
Our File No. 10377-1

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Ladies and Gentlemen:

We are forwarding Articles of Incorporation for the captioned entity together with a check in the amount of \$122.50 to cover filing fees of the Articles, Registered Agent Designation and Certified Copy.

If you should have any questions, please call me.

Very truly yours,
KEMP, KLEIN, UMPHREY & ENDELMAN
Professional Corporation

By:
Marcia D. Pollock
Legal Assistant

29690

JAP
9/14/95

ARTICLES OF INCORPORATION
OF
SCM REALTY II, INC.

The undersigned, incorporator of a corporation for profit under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is:

SCM REALTY II, INC.

ARTICLE 11. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall is to purchase, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures and works of all kinds, for itself or for others; to purchase, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens or real estate. In addition to the above specific powers, the corporation shall have all of the powers of a corporation granted under the Laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of common stock having no par value.

ARTICLE IV. TERM OF EXISTENCE

The effective date of the corporation's existence shall be the date of incorporation and the corporation shall exist perpetually.

ARTICLE V. ADDRESS

The initial post office address of the principal office of this corporation in the State of Florida is 5757 Lake Worth Road, P. O. Box 9500, Lake Worth, Florida 33466-9005. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent and the initial registered office is:

Stephen C. Moore	5757 Lake Worth Road
	P. O. Box 9500
	Lake Worth, Florida 33466-9500

ARTICLE VII. DIRECTORS

The corporation shall have no less than one (1) director. The number of directors may be increased or diminished from time to time by by-laws adopted by the stockholders.

The name and post office address of the initial member of the first Board of Directors who is to serve until the First Annual Meeting of Shareholders or until his successor is elected and shall qualify is:

<u>Name</u>	<u>Address</u>
Stephen C. Moore	5757 Lake Worth Road P. O. Box 9500 Lake Worth, Florida 33466-9500

ARTICLE VIII. LIABILITY OF DIRECTORS

A director is not personally liable to the corporation or its shareholders for monetary damages for a breach of the director's fiduciary duty as a director to the fullest extent permitted by the Florida Business Corporations Act, as the same exists or may hereafter be amended, except for (i) a breach of the director's duty of loyalty to the corporation or its shareholders; (ii) for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law; (iii) under Section 831(3)) of the Florida Business Corporations Act; (iv) for a transaction from which the director derived an improper personal benefit; and (v) for an act or omission occurring prior to the date when the provision

became effective. Any repeal or modification of this paragraph by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE IX. INCORPORATOR

The name of the Incorporator(s) of this corporation is:

Name(s)

Address

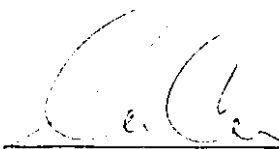
STEPHEN C. MOORE

5757 Lake Worth Road
P. O. Box 9500
Lake Worth, Florida 33466-9500

ARTICLE X. AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon unless all of the directors and stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

IN WITNESS WHEREOF, said proposed Corporation has caused these Articles of Incorporation to be signed by its Incorporator this 11 day of August, 1995.



Stephen C. Moore, Incorporator

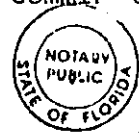
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the State and County named above, to take acknowledgments, personally appeared Stephen C. Moore, to me known to be the person described as the Incorporator of *Steve Moore, Inc.* Steve Moore, Inc. who executed the foregoing articles of incorporation.

WITNESS my hand and the official seal in the County and State named above this 21st day of August, 1995.

Dane C. Crozier _____

Notary Public
My commission expires: _____



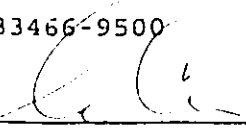
DANE C. CROZIER
My Comm Exp 11/08/97
Bonded by Service vis
No. LC328911
Personally known 11/08/97

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.


1. The name of the corporation is: SCM REALTY II, INC.
2. The name and address of the registered agent and office is:

Stephen C. Moore
5757 Lake Worth Road
Lake Worth, Florida 33466-9500



Stephen C. Moore
President
Date: 2/11/25

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Stephen C. Moore
Date: 2/11/25

9519C

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

RI/SMR MERGER CORP., a Florida corporation, P97000039474

INTO

SCM REALTY II, INC., a Florida corporation, P95000071169.

File date: June 16, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

P95000071169

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

2000000213882--8
-06/17/97--01001--025
*****70.00 *****70.00

CORPORATION(S) NAME

R/S NR Merger Corp
merging into:

SCM Realty II, Inc.

97 JUN 16 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- Profit
- NonProfit
- Limited Liability Co.
- Foreign
- Amendment
- Merger
- Dissolution/Withdrawal
- Mark
- Limited Partnership
- Annual Report
- Other UCC Filing
- Reinstatement
- Reservation
- Change of R.A.
- Certified Copy
- Photo Copies
- Fic. Name
- CUS
- Call When Ready
- Call if Problem
- After 4:30
- Walk In
- Pick Up
- Mail Out

Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

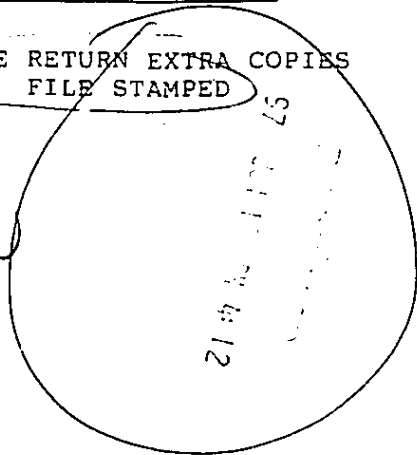
CR2E031 (1-89)

PLEASE RETURN EXTRA COPIES
FILE STAMPED

6-16

6/17
John Jones

Give this
file date



17

ARTICLES OF MERGER

OF

RI/SMR Merger Corp.

AND

SCM Realty II, Inc.

FILED
97 JUN 16 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), RI/SMR Merger Corp., a Florida corporation, and SCM Realty II, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporations which are parties to the merger contemplated by these Articles of Merger (the "Merger") are RI/SMR Merger Corp., ("RI/SMR") and SCM Realty II, Inc. ("SCM").
2. RI/SMR is hereby merged with and into SCM and the corporate existence of RI/SMR shall cease. SCM is the surviving corporation in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.
3. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of RI/SMR on May 9, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.
4. The Plan of Merger was adopted by the Board of Directors and the sole shareholder of SCM on May 9, 1997 by written consents in lieu of holding special meetings, pursuant to Sections 607.0704 and 607.0821 of the Act.

The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida in accordance with the provisions of Sections 607.1105 and 607.1106 of the Act.

The parties have caused these Articles of Merger to be executed as of _____, 1997.

RI/SMR Merger Corp.

By: 

Name: James Cole

Title: Vice President

SCM Realty II, Inc.

By: 

Name: STEPHEN C. MOORE

Title: PRESIDENT

EXHIBIT A

PLAN OF MERGER

This Plan of Merger (the "Plan") is entered into as of May 9, 1997 by RI/SMR Merger Corp., a Florida corporation ("Merger Corp."), and SCM Realty II, Inc., a Florida corporation (the "Company").

RECITALS

The boards of directors and shareholders of Merger Corp. and the Company have determined that it is advisable and in the best interest of each such corporation and its respective shareholders that Merger Corp. be merged with and into the Company (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Time (as defined in Article V hereof), Merger Corp. shall be merged with and into the Company in accordance with the Florida Business Corporation Act (the "Act"), the separate existence of Merger Corp. shall cease and the Company shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

- A. At the Effective Time, the Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation.
- B. At the Effective Time, the Bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation, until thereafter altered, amended or repealed in accordance with the Act and the Articles of Incorporation and Bylaws of the Surviving Corporation.
- C. At the Effective Time, the officers and directors of the Company shall be the officers and directors of the Surviving Corporation until their successors are elected

and have qualified.

ARTICLE III

Manner and Basis of Converting Shares

A. At the Effective Time, each share of common stock of the Company, no par value per share ("Company Common Stock"), which shall be issued and outstanding (other than shares of Company Common Stock held in treasury) shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive 17,021 shares of common stock, \$0.01 par value per share, of Republic Industries, Inc., a Delaware corporation and the parent of Merger Corp. ("Republic Common Stock").

B. At the Effective Time, each share of Company Common Stock held in treasury shall be canceled and extinguished without any conversion thereof.

C. At the Effective Time, each share of common stock of Merger Corp., par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time, shall be automatically converted into one share of Company Common Stock, which shall be the only outstanding common stock of the Surviving Corporation immediately following the Effective Time.

ARTICLE IV

Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Company and Merger Corp. shall vest in the Surviving Corporation, and all liabilities and obligations of the Company and Merger Corp. shall become liabilities and obligations of the Surviving Corporation.

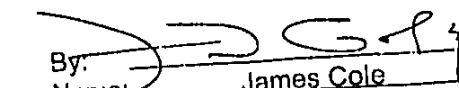
ARTICLE V

Effective Time

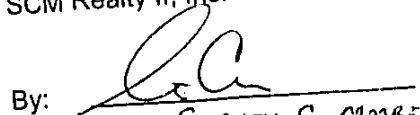
As used in this Agreement, the term "Effective Time" shall mean the date and time of filing of Articles of Merger with the Secretary of State of the State of Florida.

Each of the parties has caused this Plan to be executed on its behalf as of the date first written above.

RI/SMR Merger Corp.

By: 
Name: James Cole
Title: Vice President

SCM Realty II, Inc.

By: 
Name: STEPHEN C. MOORE
Title: PRESIDENT

P95000071169

- Attachment Number Only

97 JUN 23 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

600002219346--4
-06/23/97--01020--023
*****35.00 *****35.00

SCM Realty II, Inc.

- Profit
- NonProfit
- Limited Liability Company
- Foreign
- Amendment
- Dissolution/Withdrawal
- Merger
- Mark
- Limited Partnership
- Reinstatement
- Limited Liability Partnership
- Certified Copy
- Annual Report
- Reservation
- Photo Copies
- Other
- Change of R.A.
- Fictitious Name
- CUS
- Call When Ready
- Walk In
- Mail Out
- Call if Problem
- Will Wait
- After 4:30
- Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

6/23/97

PLEASE RETURN EXTRA COPY(S)
FILE STAMPED

Handwritten signatures and initials

97 JUN 23 AM 10:59
DIVISION OF CORPORATION
RECEIVED

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: SCM Realty II, Inc.

1b. Date of incorporation 9/12/95 Document number 895000071169

2. The name and address of the current registered agent and office:
Stephen C. Moore, 5757 Lake Worth Road, Lake Worth, FL

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE
6/17/97
DATE

James O. Cole, Vice President
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE BY: [Signature]
DATE 6-13-97
(Registered Agent)

VICKY GOLDSTEIN
SPECIAL ASSISTANT SECRETARY

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

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TALLAHASSEE, FLORIDA
JUN 23 PM 3:04