

P97000093982

Robert L. Underwood, PA  
(Requestor's Name)

3900 City of Oaks Wynd  
(Address)

Raleigh, NC 27612  
(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tracy Farmer GP, Inc.  
(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

4. \_\_\_\_\_  
(Corporation Name)

(Document #)

☐ Walk in ☐ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
99 APR -6 AM 11:07  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials

**ROBERT L. UNDERWOOD, P.A.**  
**LAW OFFICES**

Robert L. Underwood, III\*  
Carl A. Bertoch †, Of Counsel  
Shannon L. Evans ‡ Of Counsel

\* Licensed in D.C. and Florida only  
† Licensed in Florida & Ohio only  
‡ Licensed in California & Nevada only

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Voice Mail: (919)990-2662  
E-Mail: RLULAW@AOL.COM  
Pager: (800)307-3324

Research Triangle Office  
3900 City of Oaks Wynd  
Raleigh, NC 27612  
Tel: (919) 863-4115  
Fax: (919)863-4142

Florida Office  
537 East Park Avenue  
Tallahassee, FL 32301  
Tel: (850)222-2563  
Fax: (850)224-2406

Southern California/Nevada Office  
3900 Paradise Road Suite U  
Las Vegas, Nevada 89109  
Tel: (702)699-7333  
Fax: (702)699-7377

March 17, 1999

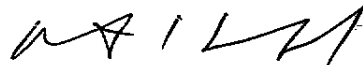
Division of Corporations  
Florida Department of State  
PO Box 6327  
Tallahassee, Florida 32314

Re: Tracy Farmer GP, Inc. (Florida)  
Tracy Farmer GP, Inc. (Nevada)  
Articles of Merger

Dear Secretary of State:

Enclosed please find originally executed Articles of Merger for the corporation captioned above, along with two additional copies. The articles bear the acknowledged signature of the President and the signature of the Secretary. Also enclosed is a check in the amount of \$78.75 to cover your fee. Please File the Articles of Merger and forward evidence of the filing to the undersigned in the enclosed self-addressed envelope. Thank you for your assistance.

Respectfully submitted



Robert L. Underwood

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

TRACY FARMER GP, INC., a Florida corporation, P97000093982

INTO

**TRACY FARMER GP, INC..** a Nevada corporation not qualified in Florida

File date: April 6, 1999

Corporate Specialist: Teresa Brown

**ARTICLES OF MERGER**  
**OF**  
**TRACY FARMER GP, INC., A FLORIDA CORPORATION**  
**INTO**  
**TRACY FARMER GP, INC., A NEVADA CORPORATION**

FILED  
99 APR -6 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned domestic and foreign corporations hereby adopt the following articles of merger for the purpose of merging into one of the corporations:

1. The names of the undersigned corporations and the states under which they are organized are, respectively:

Name of Corporation

State of Incorporation

Tracy Farmer GP, Inc.  
Tracy Farmer GP, Inc.

Florida  
Nevada

Tracy Farmer GP, Inc., a Nevada corporation, is the Surviving Corporation.

2. The laws of the State of Florida and the laws of the State of Nevada permit a merger.

3. The name of the Surviving Corporation is Tracy Farmer GP, Inc. and it is to be governed by the laws of the State of Nevada.

4. The following plan of merger was approved by the shareholders and directors of both corporations in the manner prescribed by the laws of the state under which they were organized:

**PLAN OF MERGER**

**A. Corporations participating in Merger.**

Tracy Farmer GP, Inc. a Florida Corporation (the "Merging Corporation") will merge into Tracy Farmer GP, Inc., a Nevada Corporation, which will be the surviving corporation (the "Surviving Corporation").

B. Name of Surviving Corporation.

After the merger, the Surviving Corporation will have the name "Tracy Farmer GP, Inc.", a Nevada corporation.

C. Merger.

The merger of the Merging Corporation into the Surviving Corporation will be effected pursuant to the terms and conditions of this plan. Upon the merger becoming effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue and will be governed by the laws of the State of Nevada. The time when the merger becomes effective is hereinafter referred to as the "Effective Time." This merger is a transaction qualifying as a reorganization within the meaning of Section 368 (a) (1) (F) of the Internal Revenue Code and Section 368 (a) (1) (A) of the Internal Revenue Code.

D. Conversion and Exchange of Shares.

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. Surviving Corporation. The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.
2. Merging Corporation. Each outstanding share of the Merging Corporation will without further action become shares of the Surviving Corporation on a share for share basis such that each share of the Merging Corporation shall become one share of the Surviving Corporation.
3. Fractional Shares. No fractional shares will be issued. Any shareholder of the Merging Corporation who would otherwise be entitled to receive five-tenths (.5) or more of a share will instead receive an additional whole share; and any shareholder who would otherwise be entitled to less than five-tenths (.5) of a share will not receive any consideration for such fractional interest.
4. Surrender of Share Certificates. Each holder of a certificate representing shares to be converted or exchanged in the merger will surrender such certificate and after the Effective Time will be canceled under this Plan. Until so surrendered, each outstanding certificate that prior to the Effective Time represents shares of the Merging Corporation will be deemed for all purposes to evidence ownership of the consideration to be issued for such shares under this Plan.
5. Share Ownership. Following this merger, the shares of Tracy Farmer GP, Inc. a Nevada corporation, the Surviving Corporation, shall be owned one

hundred percent by the previous owner of Farmer Automotive Group, Inc., a Florida corporation.

E. Articles of Incorporation.

The articles of incorporation of Tracy Farmer GP, Inc., a Nevada corporation, shall not be amended and shall continue to be the articles of incorporation of the Surviving Corporation.

F. Bylaws.

The present bylaws of Tracy Farmer GP, Inc., a Nevada corporation shall be the bylaws of the corporation following the merger until altered, amended or repealed as therein provided.

G. Directors.

The names and addresses of the persons who constitute the Board of Directors of Tracy Farmer GP, Inc., a Nevada Corporation, following merger and who shall hold office until the first annual meeting of the shareholders of Tracy Farmer GP, Inc., a Nevada Corporation, following merger are as follows:

<u>Name</u>	<u>Address</u>
Tracy Farmer	3900 Paradise Road, Suite U Las Vegas, Nevada 89109

H. Extraordinary Transaction.

Neither corporation shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this plan.

I. Registered Agent.

The registered agent of the Surviving Corporation upon whom process, notices and demands may be served will continue to be:

<u>Name</u>	<u>Address</u>
Evans & Associates	3900 Paradise Road, Suite U Las Vegas, Nevada 89109

J. Assets of Merging Corporation.

All property, real, personal and mixed and all debts due on whatever account and all other choices in action and all and every other interest of or belonging to or due to Tracy Farmer GP, Inc., a Florida Corporation, shall be deemed to be transferred and conveyed and vested in the Surviving Corporation without further act or deed in the title to and any interest in any real estate vested in such corporation shall not revert or be in any way impaired by reason of the merger.

K. Liabilities of merging Corporation.

The surviving Corporation shall assume and henceforth be responsible and liable for all the liabilities and obligations of the Merging Corporation, and any claim existing or action or proceeding by or against Tracy Farmer GP, Inc., a Florida Corporation, may be prosecuted as if such merger had not taken place or the Surviving Corporation may be substituted in its place.

L. Officers of Surviving Corporation.

On the effective date of merger, the following persons shall be elected to the offices herreinbelow described to serve in such capacities until the next annual meeting of the Board of Directors or until their successors shall be elected and shall qualify:

President	-	Tracy Farmer
Secretary/Treasurer	-	Robert L. Underwood

M. Abandonment.

After approval of this plan by the shareholders of the Merging Corporation and the Surviving Corporation, and at any time prior to the merger's becoming effective, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.

5. As to each of the undersigned corporations the number of shares outstanding and the designation and number of outstanding shares of each class entitled to vote as a class on the plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Designation of Class</u>	<u>Number of Shares</u>
Tracy Farmer GP, Inc. (Florida)	100	Common	100
Tracy Farmer GP, Inc. (Nevada)	100	Common	100

6. As to each of the undersigned corporations, the total number of shares voted for and against the plan, respectively, and as to each class entitled to vote as a class, the number of shares of that class voted for and against the plan, respectively are as follows:

<u>Name of Corporation</u>	<u>Class</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
Tracy Farmer GP, Inc. (Florida)	Common	100	0
Tracy Farmer GP, Inc. (Nevada)	Common	100	0

7. The Surviving Corporation shall be governed by the laws of the State of Nevada.

8. The effective date of the merger is the date on which the Certificate of Merger is issued by the Department of State.

DATED: 3/15/99

Tracy Farmer GP, Inc., a Florida Corporation

By: Tracy Farmer  
Tracy Farmer, President

Attest: [Signature]  
Secretary

Tracy Farmer GP, Inc. A Nevada Corporation

By: Tracy Farmer  
Tracy Farmer, President

Attest: [Signature]  
Secretary



**ACTION BY WRITTEN CONSENT  
OF SHAREHOLDERS AND DIRECTORS  
TRACY FARMER GP, INC.**

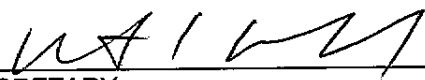
Pursuant to the authority contained in the Florida Business Corporation Act, the undersigned directors and shareholders of Tracy Farmer GP, Inc., a Florida corporation, do hereby take and adopt the Plan of Merger in writing, without a meeting, a copy of which shall be placed with this action by written consent, and is hereby adopted as the action of the Board of Directors and Shareholders of the corporation.

DATED: 3/15/99

  
\_\_\_\_\_  
DIRECTOR/SHAREHOLDER

Certification by Corporate Secretary

I hereby certify that the foregoing is the resolution passed by the Director and Shareholder on the date shown, and I further certify that said resolution is still in full force and effect and has not been revoked.

  
\_\_\_\_\_  
SECRETARY

DATED: 3/15/99