

To:

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2022-09-20 08:07:14 PDT

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From: Kaity Toon

9/20/22, 10:15 AM

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (954)208-0845
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
AUTO DATA DIRECT, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$105.00

Electronic Filing Menu

Corporate Filing Menu

Help

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

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, 617.0302 or 605.1025, 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>
Auto Data Direct Financial Services, Inc.	Florida	Corporation
Auto Data Direct Services, Inc.	Florida	Corporation
208-101946		
208-33488		

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>
Auto Data Direct, Inc.	Florida	Corporation
299-43112		

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, 605, 617, and/or 620, Florida Statutes.

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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:

October 1, 2022

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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:

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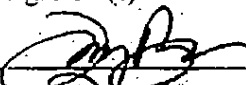
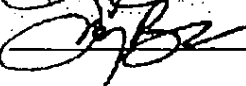
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SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

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:
Auto Data Direct, Inc.		N. Thomas Barras
Auto Data Direct Financial Services, Inc.		N. Thomas Barras

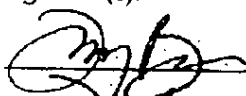
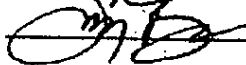
Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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 19548277645

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Auto Data Direct, Inc.		N. Thomas Barras
Auto Data Direct Services, Inc.		N. Thomas Barras

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

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NOTARIAL

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**AGREEMENT AND PLAN OF MERGER OF
AUTO DATA DIRECT FINANCIAL SERVICES, INC. (FLORIDA)
INTO
AUTO DATA DIRECT, INC. (FLORIDA)**

This Agreement and Plan of Merger (the "Agreement and Plan") is made and entered into as of September 1, 2022, by and between Auto Data Direct, Inc., a Florida corporation (being sometimes hereinafter referred to as the "Surviving Corporation"), and Auto Data Direct Financial Services, Inc., a Florida corporation (being sometimes hereinafter referred to as the "Merging Corporation").

WHEREAS, AUTO DATA DIRECT, INC. has an authorized capitalization consisting of 100 shares of Common Stock, \$1.00 par value, of which 100 shares are issued and outstanding,

WHEREAS, AUTO DATA DIRECT FINANCIAL SERVICES, INC. has an authorized capitalization consisting of 100 shares of Common Stock, \$1.00 par value, of which 100 shares are issued and outstanding,

WHEREAS, the directors of the Merging Corporation consider it advisable and in the best interests of the Merging Corporation and its shareholders, pursuant to the Florida Business Corporation Act, to merge into Auto Data Direct, Inc. on the terms and conditions hereinafter set forth,

NOW THEREFORE, for ten dollars (\$10.00) cash and other valuable consideration and in consideration of the mutual agreements and covenants herein contained and for the purpose of prescribing the terms and conditions of such merger, the mode of carrying it into effect and such other details and provisions of the merger as are deemed necessary or desirable, the Merging Corporation and the Surviving Corporation have agreed and covenanted, and do hereby agree and covenant, as follows:

1. The Merging Corporation agrees that it shall be merging with and into the Surviving Corporation, and that the Surviving Corporation shall be governed by the laws of the State of Florida and that the Articles of Incorporation, and the By-Laws of the Surviving Corporation, existing upon the Effective Date of the merger, shall continue in full force and effect until altered, amended, or repealed as provided herein by law. The principal office of the Surviving Corporation is 1830 E. Park Ave., First Floor, Tallahassee, Florida 32301.
2. The Board of Directors of the Surviving Corporation and of the Merging Corporation have duly approved, authorized and adopted, subject to the terms and conditions hereof, the execution and delivery of this Agreement and Plan and the transactions contemplated therein, such approval effective as of September 1, 2022.
3. This Agreement and Plan shall be submitted to the shareholders of the

Surviving Corporation and the Merging Corporation for their consent to the merger described herein in accordance with the laws of the State of Florida and, when so adopted and approved by the shareholders of the Surviving Corporation and the Merging Corporation, an Articles of Merger setting forth this Agreement and Plan of Merger, shall be signed, acknowledged, certified, approved, adopted, and then filed pursuant to the laws of Florida, as promptly as practicable. The merger described herein shall become effective October 1, 2022, hereinafter sometimes referred to as the "Effective Date".

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4. On the Effective Date, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall thereupon and thereafter:

(a) possess all of the rights, privileges, immunities, and franchises, of a public, as well as a private nature, of the Merging Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merging Corporation, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and

(b) be responsible and liable for all liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, with the result that neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

5. The directors and officers of the Surviving Corporation shall continue to be the directors and officers of the Surviving Corporation. Such persons shall hold their respective offices, subject to the provisions of the By-Laws of the Surviving Corporation, from the Effective Date until their successors are elected and qualified.

6. Prior to, from and after the Effective Date, the Merging Corporation shall take all such action as may be necessary, appropriate, or convenient in order to effectuate the merger. If, at any time after the Effective Date, the Surviving Corporation shall determine that any further instruments or actions of whatever nature are necessary or desirable to vest in the Surviving Corporation full title to all properties, assets, rights, privileges, and franchises of the Merging Corporation, the officers and directors of the Merging Corporation (as are in office on the Effective Date) shall execute and deliver such instruments and take such actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such properties, assets, rights, privileges, and franchises, and otherwise carry out the purposes of this Plan.

7. On the Effective Date each of the outstanding common stock of the Merging Corporation, immediately prior to the merger, and all rights in respect therefore, shall cease to exist and be canceled.

8. On the Effective Date, each share of the outstanding common stock of the Surviving Corporation shall not be changed or converted and each share of the outstanding common stock of the Surviving Corporation shall remain outstanding after the Effective Date as one share of common stock of the Surviving Corporation.

9. This Plan may be terminated and abandoned at any time prior to the Effective Date by the shareholders of the Merging Corporation and Surviving Corporation or by the Boards of Directors of the Merging Corporation and Surviving Corporation.

Executed as of the date first above written.

ATTEST


(eSigned - 09/14/2022 14:43 (GMT))

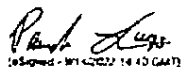
PAM LUGO, Secretary

AUTO DATA DIRECT, INC.
a Florida Corporation

By: 

N. THOMAS BARRAS, Chairman/CEO

ATTEST


(eSigned - 09/14/2022 14:43 (GMT))

PAM LUGO, Secretary

AUTO DATA DIRECT FINANCIAL
SERVICES, INC.
a Florida Corporation

By: 

N. THOMAS BARRAS, Chairman/CEO

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FILED

**AGREEMENT AND PLAN OF MERGER OF
AUTO DATA DIRECT SERVICES, INC. (FLORIDA)
INTO
AUTO DATA DIRECT, INC. (FLORIDA)**

This Agreement and Plan of Merger (the "Agreement and Plan") is made and entered into as of September 1, 2022, by and between Auto Data Direct, Inc., a Florida corporation (being sometimes hereinafter referred to as the "Surviving Corporation"), and Auto Data Direct Services, Inc., a Florida corporation (being sometimes hereinafter referred to as the "Merging Corporation").

WHEREAS, AUTO DATA DIRECT, INC. has an authorized capitalization consisting of 100 shares of Common Stock, \$1.00 par value, of which 100 shares are issued and outstanding.

WHEREAS, AUTO DATA DIRECT SERVICES, INC. has an authorized capitalization consisting of 100 shares of Common Stock, \$1.00 par value, of which 100 shares are issued and outstanding.

WHEREAS, the directors of the Merging Corporation consider it advisable and in the best interests of the Merging Corporation and its shareholders, pursuant to the Florida Business Corporation Act, to merge into Auto Data Direct, Inc. on the terms and conditions hereinafter set forth.

NOW THEREFORE, for ten dollars (\$10.00) cash and other valuable consideration and in consideration of the mutual agreements and covenants herein contained and for the purpose of prescribing the terms and conditions of such merger, the mode of carrying it into effect and such other details and provisions of the merger as are deemed necessary or desirable, the Merging Corporation and the Surviving Corporation have agreed and covenanted, and do hereby agree and covenant, as follows:

1. The Merging Corporation agrees that it shall be merging with and into the Surviving Corporation, and that the Surviving Corporation shall be governed by the laws of the State of Florida and that the Articles of Incorporation, and the By-Laws of the Surviving Corporation, existing upon the Effective Date of the merger, shall continue in full force and effect until altered, amended, or repealed as provided herein by law. The principal office of the Surviving Corporation is 1830 E. Park Ave., First Floor, Tallahassee, Florida 32301.
2. The Board of Directors of the Surviving Corporation and of the Merging Corporation have duly approved, authorized and adopted, subject to the terms and conditions hereof, the execution and delivery of this Agreement and Plan and the transactions contemplated therein, such approval effective as of September 1, 2022.
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(b) be responsible and liable for all liabilities and obligations of the Merging Corporation; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in its place, with the result that neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

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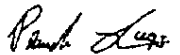
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Executed as of the date first above written.

ATTEST

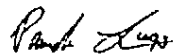

(eSigned - 2014/09/27 14:40 GMT)

PAM LUGO, Secretary

AUTO DATA DIRECT, INC.
a Florida Corporation

By: 
N. THOMAS BARTAS, Chairman/CEO

ATTEST


(eSigned - 2014/09/27 14:40 GMT)

PAM LUGO, Secretary

AUTO DATA DIRECT SERVICES, INC.
a Florida Corporation

By: 
N. THOMAS BARTAS, Chairman/CEO

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JULY 24 2022