

187710

Document Number Only

98 OCT 19 PM 12:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092

City State Zip Phone

500002660455--A
-10/09/98--01050--021
*****70.00 *****70.00

CORPORATION(S) NAME

CHRYSLER FIRST MORTGAGE CORPORATION OF FLORIDA
 merging INTO: Chrysler First Financial Services of Florida

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

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment

10/9

10-12-98

PLEASE RETURN EXTRA COPIES
FILE STAMPED

JEFF BUTTERFIELD

FILED
OCT 19 11:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

CHRYSLER FIRST MORTGAGE CORPORATION OF FLORIDA, a Florida
corporation, S19710

INTO

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF FLORIDA, a
Florida corporation, 187710.

File date: October 9, 1998

Corporate Specialist: Cheryl Coulliette



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

*WALK-IN
pick-up*

October 9, 1998

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF
FLORIDA
Ref. Number: 187710

We have received your document for CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF FLORIDA and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 698A00050362

*ATTN: Cheryl
PIS BACKDATE!*

RECEIVED
98 OCT 12 AM
DIVISION OF CORPORATIONS

FILED
98 OCT - 9 PM 12: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

CHRYSLER FIRST FINANCIAL SERVICES CORPORATION OF FLORIDA

AND

CHRYSLER FIRST MORTGAGE CORPORATION OF FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), Chrysler First Financial Services Corporation of Florida, and Chrysler First Mortgage Corporation of Florida, a Florida corporation, do hereby adopt the following Articles of Merger:

1. The names of the corporation which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Chrysler First Financial Services Corporation of Florida and Chrysler First Mortgage Corporation of Florida
2. Chrysler First Mortgage Corporation of Florida is hereby merged with and into Chrysler First Financial Services Corporation of Florida and the corporate existence of Chrysler First Mortgage Corporation of Florida shall cease. Chrysler First Financial Services Corporation of Florida 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 of Chrysler First Mortgage Corporation of Florida by written consent in lieu of holding special meetings dated October 6, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act.
4. The Plan of Merger was adopted by the Board of Directors Chrysler First Financial Services Corporation of Florida By Written consent in lieu of holding special meetings dated October 6, 1998, pursuant to Sections 607.0821 and 607.0704 of the Act.

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

The parties have caused these Articles of Merger to be executed on October 8, 1998.

Chrysler First Financial
Services Corporation of Florida

By: 

T. L. Hackman
Secretary

Chrysler First Mortgage
Corporation of Florida

By: 

T. L. Hackman
Secretary

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") is made this 8th day of October, 1998, by and between Chrysler First Financial Services Corporation of Florida, a Florida corporation ("Parent") and Chrysler First Mortgage Corporation of Florida, a Florida corporation ("Subsidiary").

RECITALS

WHEREAS, Parent is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Florida.

WHEREAS, the Subsidiary is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Florida.

WHEREAS, the Subsidiary is a wholly-owned subsidiaries of Parent.

WHEREAS, the Board of Directors of Parent deems it advisable for the mutual benefit of Parent and Subsidiary that Subsidiary be merged with and into Parent (the "Merger") upon the terms and subject to the conditions set forth herein, all in accordance with the laws of the State of Florida.

NOW, THEREFORE, in consideration of their mutual covenants, the parties agree as follows:

AGREEMENT

Section 1. The Merger. On the terms and subject to the conditions set forth in this Agreement, at the Effective Time (as defined below), Subsidiary shall be merged with and into Parent, and Parent shall survive the Merger. At the Effective Time, the separate corporate existence of Subsidiary shall cease and Parent shall possess all the rights, privileges, immunities, powers and franchises, of a public as well as a private nature, and shall be subject to all the restrictions, disabilities and duties, of a surviving corporation as set forth more fully the statute.

Section 2. Shares of Parent Stock. The shares of stock of Parent outstanding at the Effective Time shall remain outstanding and shall not be affected by the Merger.

Section 3. Subsidiary's Stock. At the Effective Time, each share of capital stock of Subsidiary's issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall automatically be cancelled and no payment shall be made with respect thereto.

Section 4. Articles of Incorporation and By-laws; Officers and Directors. The Articles of Incorporation and By-laws of Parent as in effect immediately prior to the Effective Time shall continue in full force and effect from and after the Effective Time. The directors of Parent immediately prior to the Effective Time shall be the directors of Parent from and after the Effective Time, and the officers of Parent immediately prior to the Effective Time shall be the officers of Parent from and after the Effective Time.

Section 5. Delivery and Filing of Articles of Merger; Effective Time of Merger. Subject to the provisions of this Agreement, Parent will cause Articles of Merger to be filed with the Secretary of State of the State of Florida as provided in the statute. The Merger shall be effective at 5 pm on October 9, 1998 (such time on such date being herein referred to as the "Effective Time").

Section 6. Termination of Agreement and Abandonment of Merger. This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time, by the mutual written consent of Parent and the Subsidiary.

Section 7. Miscellaneous. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original, but all of which shall constitute one and the same instrument. The headings contained in this Agreement are for reference purposes only and shall not affect in any way its meaning or interpretation. Subject to the applicable provisions of the BCL, at any time prior to the Effective Time, the parties hereto may modify or amend this Agreement by written agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Chrysler First Financial Services
Corporation of Florida

By: *P. D. Mark*
President

Chrysler First Mortgage Corporation
of Florida

By: *P. D. Mark*
President