

Filing Fee: See Instructions

ID Number: 18444



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Hurd Chevrolet, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [ ] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Hurd Chevrolet, Inc., Hurd Buick Pontiac GMC Truck, LLC, and Hurd Hummer, LLC.

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Hurd Chevrolet, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing Upon filing

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

FILED

MAR 24 2009

By [Signature] 9:18
29-84513

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2009 MAR 24 AM 9:18

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is \_\_\_\_\_

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) \_\_\_\_\_

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....  
**SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.**

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....  
**SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED**

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:  
\_\_\_\_\_
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....  
**SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES**

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Hurd Chevrolet, Inc.

Print Entity Name

By: Christopher S. Hurd <sup>pres</sup> President  
Name of person signing Christopher S. Hurd Title of person signing

By: Christopher S. Hurd <sup>sec</sup> Secretary  
Name of person signing Christopher S. Hurd Title of person signing

Hurd Buick Pontiac GMC Truck, LLC

Print Entity Name

By: Christopher S. Hurd <sup>owner</sup> Sole member  
Name of person signing Christopher S. Hurd Title of person signing

By: Christopher S. Hurd Sole Member  
Name of person signing Christopher S. Hurd Title of person signing  
Entity Name: Hurd Hummer, LLC

PLAN AND AGREEMENT OF MERGER

March PLAN AND AGREEMENT OF MERGER, dated, this 23 day of  
2008 between HURD BUICK PONTIAC GMC TRUCK, LLC, Rhode  
Island limited liability company, and HURD HUMMER, LLC, a Rhode Island limited  
liability company, and HURD CHEVROLET, INC., a Rhode Island corporation, which  
will be converted into a limited liability company named HURD AUTO MALL, LLC, a  
Rhode Island limited liability company.

**WITNESSETH:**

WHEREAS, Hurd Buick Pontiac GMC Truck, LLC is a Rhode Island limited  
liability company organized and existing for the purpose of automobile sales and service  
under the laws of the State of Rhode Island, having been incorporated on March 21,  
2001; and

WHEREAS, Hurd Hummer, LLC is a Rhode Island limited liability company  
organized and existing for the purpose of automobile sales and service under the laws of  
the State of Rhode Island, having been incorporated on November 18, 2005; and

WHEREAS, Hurd Chevrolet, Inc. is a Rhode Island Corporation organized and  
existing for the purpose of automobile sales and service under the Laws of the State of  
Rhode Island, having been incorporated on November 12, 1981; and

WHEREAS, Hurd Buick Pontiac GMC Truck, LLC and Hurd Hummer, LLC  
wish to merge into Hurd Chevrolet, Inc., and convert the entity from a corporation to a  
limited liability company named Hurd Auto Mall, LLC, which will be a Rhode Island  
limited liability company pursuant to their Plan of Merger (the "Plan"); and

WHEREAS, Christopher S. Hurd, the Sole Member of Hurd Buick Pontiac GMC  
Truck, LLC, Hurd Hummer, LLC, and the Sole Shareholder of Hurd Chevrolet, Inc. as  
hereinafter more particularly set forth, deem it desirable and in the best interest of the  
corporations and their member that Hurd Buick Pontiac GMC Truck, LLC and Hurd  
Hummer, LLC respectively, be merged into Hurd Chevrolet, Inc. and convert the  
corporation into a limited liability company and change its name to Hurd Auto Mall,  
LLC, and the corporations, respectively, desire that they so merge under and pursuant to  
the laws of Rhode Island.

NOW, THEREFORE, in consideration of the premises and of the mutual  
covenants and agreements herein set forth and for the purpose of prescribing the terms  
and conditions of such merger, the parties hereto covenant and agree as follows:

1. **Merger.** Hurd Buick Pontiac GMC Truck, LLC, and Hurd Hummer, LLC  
shall each be merged into Hurd Chevrolet, Inc. and then the entity shall be converted  
from a corporation to a limited liability company and its name shall change to Hurd Auto

2009 MAR 26 AM 9:18  
RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV.

Mall, LLC, hereinafter sometimes referred to as the "New LLC." The effective date of the contemplated merger shall be upon filing with the Rhode Island Secretary of State.

a. Hurd Chevrolet, Inc., converted from a corporation to a limited liability company with a new name of Hurd Auto Mall, LLC shall be the New Entity and shall exist as a domestic Rhode Island limited liability company under the laws of the State of Rhode Island, with all of the rights and obligations of such domestic Rhode Island limited liability companies as provided by Title 7, Chapter 16 of the General Laws of Rhode Island (1956), as amended.

b. Hurd Buick Pontiac GMC Truck, LLC and its properties and liabilities shall become the properties and liabilities of Hurd Chevrolet, Inc., converted from a corporation to a limited liability company with its new name of Hurd Auto Mall, LLC, as the New Entity.

c. Hurd Hummer, LLC and its properties and liabilities shall become the properties and liabilities of Hurd Chevrolet, Inc., converted from a corporation to a limited liability company with its new name of Hurd Auto Mall, LLC, as the New Entity.

d. **Articles of Incorporation; Bylaws.** The Articles of Organization of the New Entity are set forth in Exhibit A hereto.

2. **Members.** Christopher S. Hurd shall be the sole member of the New Entity.

3. **Purpose of New Entity.** The purpose of the New Entity is set forth, and is generally the sale and service of automobiles.

4. **Principal Office.** The principal office of the New Entity is:

1705 Hartford Avenue  
Johnston, Rhode Island 02919

5. **Approval. This plan has been approved by Christopher S. Hurd, sole member of Hurd Buick Pontiac GMC Truck, LLC and Hurd Hummer, LLC and the sole shareholder of Hurd Chevrolet, Inc. as required by the laws of the State of Rhode Island.**

6. **Abandonment of Plan.** Notwithstanding any of the provisions of the Plan, Christopher S. Hurd, the Member or Shareholder of Hurd Buick Pontiac GMC Truck, LLC, Hurd Hummer, LLC or Hurd Chevrolet, Inc., at any time prior to the effective date of the merger herein contemplated, and for any reason he may deem sufficient and proper, shall have the authority to abandon and refrain from making effective the contemplated merger set forth herein, in which case this Plan shall hereby be canceled and become null and void.

IN WITNESS WHEREOF, Hurd Buick Pontiac GMC Truck, LLC, Hurd Hummer, LLC, Rhode Island limited liability companies, and Hurd Chevrolet, Inc., and Rhode Island corporation, have caused this Plan to be signed in their corporate names by their respective Presidents, and Secretaries, as required by the State of Rhode Island, all as of the day and year first above written.

HURD BUICK PONTIAC GMC TRUCK, LLC

By: Christopher S. Hurd  
CHRISTOPHER S. HURD

HURD HUMMER, LLC

By: Christopher S. Hurd  
CHRISTOPHER S. HURD

HURD CHEVROLET, INC.

By: C Christopher S. Hurd pres.  
Its: President

By: C Christopher S. Hurd sec.  
Its: Secretary



# State of Rhode Island and Providence Plantations

**A. Ralph Mollis**

*Secretary of State*

## STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island  
and Providence Plantations, hereby certify that this document, duly  
executed in accordance with the provisions of Title 7 of the General Laws  
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

