

F04000003615

(Requestor's Name)

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PICK-UP WAIT MAIL

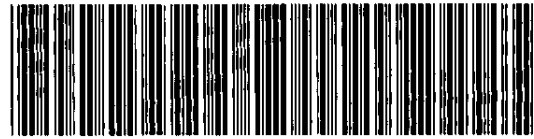
(Business Entity Name)

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TALLAHASSEE, FLORIDA

*Merger
Review*

B-10-10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Fisher Brown Bottrell Insurance, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

T. Harris Collier, III

Contact Person

Fisher Brown Bottrell Insurance, Inc.

Firm/Company

P. O. Box 291

Address

Jackson, MS 39205-0291

City/State and Zip Code

hcollier@trustmark.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

T. Harris Collier, III

Name of Contact Person

At (601) 208-5088

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 21, 2010

T. HARRIS COLLIER, III
FISHER BROWN BOTTRELL INSURANCE, INC.
P. O. BOX 291
JACKSON, MS 39205-0291

SUBJECT: THE BOTTRELL INSURANCE AGENCY, INC.
Ref. Number: F04000003615

We have received your document for THE BOTTRELL INSURANCE AGENCY, INC. and check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A foreign corporation which has changed its name, duration, jurisdiction, or purpose (nonprofit corporation only), should file an amended application. The amendment should be filed after the occurrence of such a change within 30 days for a not for profit corporation and within 90 days for a profit corporation. The form should be accompanied by an original certificate from the domicile state issued within the past 90 days evidencing the change.

Please correct the name of the surviving corporation in the Articles of Merger to The Bottrell Insurance Agency, Inc.

There is two corporations involved in the merger the filing fee sent was \$113.75 instead of \$78.75, the overpayment of \$35.00 can be applied to the name change.

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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 410A00017619

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Bottrell Insurance Agency, Inc</u>	<u>Mississippi</u>	<u>F04000003615</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Fisher Brown, Incorporated</u>	<u>Florida</u>	<u>F94848</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR _____ / _____ / _____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 06/09/2010

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 06/09/2010

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated July 16, 2010, is by and between Fisher-Brown, Inc., a Florida corporation ("Fisher") and The Bottrell Insurance Agency, Inc. ("Bottrell"), a Mississippi corporation.

The authorized capital stock of Fisher consists of 1,350 shares of common stock, \$1.00 par value per share (the "Fisher Stock"), all of which shares are issued, outstanding and owned by Trustmark National Bank, a national banking association ("Trustmark").

The authorized capital stock of Bottrell consists of 1,000 shares of common stock, \$1.00 par value per share (the "Bottrell Stock"), all of which shares are issued, outstanding and owned by Trustmark.

The parties hereto intend to cause a merger (the "Merger") of Fisher into Bottrell pursuant to which shares of Fisher Stock will be canceled as more fully set forth herein and Bottrell will be the surviving corporation.

1. Stockholder Approval; Effectiveness of Merger. This Agreement shall be submitted to the stockholders of Fisher and Bottrell (the "Constituent Corporation") as provided by the applicable laws of the States of Florida and Mississippi. If this Agreement is duly authorized and adopted by the requisite votes or written consents of the stockholder and is not terminated and abandoned pursuant to the provisions of Section 6 hereof, Articles of Merger shall be executed and delivered to the Secretaries of the State of Florida and Mississippi in accordance with the laws of the States of Florida and Mississippi as soon as practicable after the last approval of the stockholder. The merger shall become effective immediately upon the filing of these Articles of Merger with the Secretary of State, the day of such filing being herein sometimes called the "Effective Date".

2. Terms of the Merger. On the Effective Date Fisher shall be merged into Bottrell, the separate existence of Fisher shall cease, and Bottrell shall continue in existence as the Surviving Corporation under the name of "Fisher Brown Bottrell Insurance, Inc.).

3. Certificate of Incorporation; Bylaws, Etc.

(a) From and after the Effective Date, the Articles of Incorporation of Bottrell as in effect immediately prior to the Effective Date, shall continue to be the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with law; however, that Article I of the Articles of Incorporation of Bottrell shall be amended in its entirety upon the Effective Date to read:

Article I
Name

Section 1.1 - Name – The name of the corporation is Fisher Brown Bottrell Insurance, Inc.

(b) From and after the Effective Date and until thereafter amended as provided by law, the Bylaws of Bottrell as in effect immediately prior to the Effective Date shall be and continue to be the Bylaws of the Surviving Corporation.

(c) From and after the Effective Date and until the next annual meeting of the shareholders of the Surviving Corporation, the Officers and Directors of the Surviving Corporation shall be as follows:

Chairman of the Board:	<u>C. Scott Woods, II</u>
President and Director:	<u>T. Harris Collier, III</u>
Secretary/Treasurer & Director:	<u>Jonathan T. Rogers</u>
Director:	<u>Jerry G. Veazey, Jr.</u>
Director:	<u>Alan D. Moore</u>
Director:	<u>Jerry E. Horner, Jr.</u>
Director:	<u>Robert C. McLendon</u>
Director:	<u>Jason S. Hollis</u>
Director:	<u>Michael J. Carraway</u>

4. Manner and Basis of Converting Shares.

On the Effective Date:

(a) Each share of Fisher Stock then authorized, issued and outstanding, by virtue of the merger, and without any action on the part of the holder hereof, shall be cancelled and retired and cease to exist

(b) Each share of Bottrell Stock then authorized, issued and outstanding, by virtue of the merger and without any action on the part of the holder thereof, shall be converted into one fully paid and non-assessable share of common stock, par value \$.10 per share, of the Surviving Corporation.

5. Stock Certificates. The stock transfer books for Fisher and Bottrell Stock shall be deemed to be closed on the Effective Date and no transfer of the then outstanding shares of Fisher Stock shall thereafter be made on such books.

6. Termination. Notwithstanding favorable action on the merger by the stockholders of either of the Constituent Corporations, this Agreement may be terminated at any time prior to the Effective Date and the merger abandoned by the Board of Directors of the Constituent Corporations.

7. Amendments. The parties hereto by mutual consent of their respective Boards of Directors, prior to the Effective Date, may amend, modify and supplement this Agreement in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of the Constituent Corporations.

8. Miscellaneous.

(a) This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

(b) If at any time any of the parties hereto shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the parties shall as of the Effective Date execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to carry out the provisions hereof.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by its Board of Directors, has caused this Agreement to be executed by its Chairman.

FISHER-BROWN, INC.

BY: 

Chairman

THE BOTTRELL INSURANCE AGENCY, INC.

BY: 

Chairman