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

From:
Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

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Email Address: LMoberly@bbandt.com

MERGER OR SHARE EXCHANGE
BB&T Insurance Services, Inc.

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BB&T Insurance Services, Inc.

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BB&T Insurance Services, Inc.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Tamara J. Stringer, Associate General Counsel
Contact Person

BB&T Insurance Services, Inc.
Firm/Company

5925 Carnegie Blvd – Suite 400
Address

Charlotte, NC 28209
City, State and Zip Code

lmoberly@bbandt.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tammy J. Stringer at (704) 954-3155
Name of Contact Person — Area Code and Daytime Telephone Number

☐ Certified copy (optional) $30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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Certificate of Merger
For
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited *Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.*

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
J. Rolfe Davis Insurance Agency, LLC	Florida	Limited Liability Company
		Doc# L0200007849

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
BB&T Insurance Services, Inc.	North Carolina	Corporation -Doc # F98000003864

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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, 608, 617, and/or 620, Florida Statutes.

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:

November 30, 2009

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:

BB&T Insurance Services, Inc.

3605 Glenwood Avenue

Raleigh, NC 27612

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

_____

_____

Mailing address: _____

_____

_____

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
BB&T Insurance Services, Inc.	[signature]	H. Wade Reece
J. Rolfe Davis Insurance Agency, LLC	[signature]	H. Wade Reece

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:	For each Limited Liability Company:	$25.00
	For each Corporation:	$35.00
	For each Limited Partnership:	$52.50
	For each General Partnership:	$25.00
	For each Other Business Entity:	$25.00

Certified Copy (optional): $30.00

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name	Jurisdiction	Form/Entity Type
SEE ATTACHED PLAN OF MERGER		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Form/Entity Type
SEE ATTACHED PLAN OF MERGER		

THIRD: The terms and conditions of the merger are as follows:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

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FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

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PLAN OF MERGER
OF
J. ROLFE DAVIS INSURANCE AGENCY, LLC
INTO
BB&T INSURANCE SERVICES, INC.

Pursuant to Section 55-11-10(e) of the North Carolina Business Corporation Act ("NCBCA") and Section 608.438 of the Florida Business Corporation Act ("FBCA"), BB&T Insurance Services, Inc. and J. Rolfe Davis Insurance Agency, LLC hereby adopt this Plan of Merger:

1. The name of the corporation proposing to merge is J. Rolfe Davis Insurance Agency, LLC, a Florida limited liability company (hereinafter called the "Merging Company"), and the name of the corporation into which the Merging Company proposes to merge is BB&T Insurance Services, Inc., a North Carolina corporation (hereinafter called the "Surviving Company"). The Merging Company and Surviving Company are hereinafter referred to collectively as the "Constituent Companies."

2. The name of the surviving company shall be BB&T Insurance Services, Inc.

3. As of the Effective Date (as defined below), the Merging Company's liabilities and assets of every nature shall become those of the Surviving Company by operation of law.

4. At the Effective Date, the outstanding shares and membership interests of the Constituent Companies will be converted and exchanged as follows:

(a) Surviving Company. The outstanding shares of the Surviving Company will not be converted or altered in any manner and will remain outstanding as shares of the Surviving Company.

(b) Merging Company. The outstanding membership interests of the Merging Company issued and outstanding at the Effective Time shall be canceled, and no consideration shall be paid therefor.

5. The Plan of Merger was approved and adopted by the sole member of the Merging Entity in accordance with Section 7.2(b)(2) of the Merging Entity's Operating Agreement and Section 608.4381 of the FBCA, and was approved and adopted by the Board of Directors of the Surviving Entity in accordance with Sections 55-11-04 of the NCBCA and 55-11-10 of the NCBCA.

6. The Articles of Incorporation of the Surviving Company shall not be amended as a result of the merger. The Articles of Incorporation and By-Laws of the Surviving Company, as constituted immediately prior to the Effective Date, shall continue as the Articles of Incorporation and By-Laws, respectively, of the Surviving Company after the Effective Date until amended pursuant to their terms and applicable law.

7. The merger shall become effective when the North Carolina Secretary of State and the Florida Secretary of State have each accepted the Merger filings (the "Effective Date").

8. The merger may be terminated at any time prior to the Effective Date by the Merging Company or the Surviving Company.

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