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MERGER OR SHARE EXCHANGE  
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**ARTICLES AND PLAN OF MERGER**  
**BY AND BETWEEN**  
**HARDEN & ASSOCIATES, INC.**  
**AND JOHN T. FERREIRA INSURANCE, INC.**  
**WITH**  
**HARDEN & ASSOCIATES, INC.**  
**AS THE SURVIVING CORPORATION**

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THESE ARTICLES AND PLAN OF MERGER (hereinafter this "Agreement") are made and entered into this 15<sup>th</sup> day of January, 2010, effective as of the Effective Date set forth herein, by and between HARDEN & ASSOCIATES, INC., a Florida corporation, and JOHN T. FERREIRA INSURANCE, INC., a Florida corporation. In this Agreement, Harden & Associates, Inc. and John T. Ferreira Insurance, Inc. are sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation." Harden & Associates, Inc. may also be referred to as the "Surviving Corporation," and John T. Ferreira Insurance, Inc. may be referred to as the "Disappearing Corporation."

WITNESSETH:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and generally for the welfare of the Constituent Corporations that the Disappearing Corporation be merged with and into the Surviving Corporation, as authorized by Florida Statutes, all pursuant to the terms and conditions set forth in this Agreement and in accordance with the provisions of Section 368(a)(1)(A), of the Internal Revenue Code of 1986, as amended (the "Merger").

NOW, THEREFORE, the Constituent Corporations, between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions contained below, have agreed to merge the Disappearing Corporation into the Surviving Corporation, pursuant to the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of the Merger in the following Articles and Plan of Merger:

ARTICLE I  
Constituent Corporations

The Constituent Corporations are:

(a) HARDEN & ASSOCIATES, INC., a corporation duly organized and validly existing under the laws of the State of Florida, by its Articles of Incorporation, which were filed with the Department of State of Florida, on November 8, 1982, as last amended August 31, 1989, which has an authorized capitalization consisting of 750,000 shares of common stock, with a par value of \$0.001 per share, of which 290,204 shares of common stock are presently issued and outstanding, shall be the Surviving Corporation.

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(b) JOHN T. FERREIRA INSURANCE, INC., a corporation duly organized and validly existing under the laws of the State of Florida by its Amended and Restated Articles of Incorporation, which were filed with the Department of State of Florida on August 1, 2008, which has an authorized capitalization consisting of 100,000 shares of common stock, 65,000 of which are designated as Class A Voting Common shares and 35,000 of which are designated as Class B Non-Voting Common shares, of which 39,688 shares of common stock are presently issued and outstanding, 38,943 of which are Class A Voting Common shares and 745 of which are Class B Non-Voting Common shares

## ARTICLE II

### Merger

On the effective date of the Merger, the Disappearing Corporation shall be merged with and into Harden & Associates, Inc. Upon the approval of this Agreement by the Secretary of State of the State of Florida, and the payment of all fees and taxes required by the laws of the State of Florida, this Agreement shall be filed with the Secretary of State of Florida. The Merger shall be effective as of, and the separate existence of the Disappearing Corporation shall thereby cease (except as continued by statute) immediately prior to, 12:01 AM on January 1, 2010 (the "Effective Date"). Harden & Associates, Inc. shall be the Surviving Corporation in the Merger and shall be governed by the laws of the State of Florida, which state shall be its domicile.

## ARTICLE III

### Articles of Incorporation

The Articles of Incorporation of the Surviving Corporation as in effect immediately prior to the effective date of the Merger shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation after the Merger.

## ARTICLE IV

### Conversion of Outstanding Stock

The method and procedure for carrying the Merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation are as follows:

(a) Immediately upon the Effective Date of this Merger, each issued and outstanding share of common stock of the Disappearing Corporation not otherwise owned by the Surviving Corporation immediately prior to the Effective Date shall, without further action on the part of the holder thereof, automatically become, and be converted into, 1.059 shares of Harden & Associates, Inc. common stock.

Each outstanding certificate representing shares of common stock of the Disappearing Corporation so converted shall be deemed for all corporate purposes to evidence the ownership of fully paid, nonassessable shares of common stock of the Surviving Corporation into which such shares have been converted.

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Each outstanding certificate representing shares of common stock of the Disappearing Corporation owned by the Surviving Corporation immediately prior to the Effective Date shall be deemed canceled in full.

(b) As soon as practicable after the Effective Date of the Merger, each holder of a certificate or certificates representing outstanding shares of common stock of the Disappearing Corporation shall be entitled, upon surrender of such certificate or certificates, to receive in exchange a certificate or certificates representing the aggregate number of shares of common stock of the Surviving Corporation into which the shares of the Disappearing Corporation shall have been converted pursuant to this Article.

**ARTICLE V**  
**Terms and Conditions**

Additional terms and conditions of the Merger are as follows:

(a) The Bylaws of the Surviving Corporation in effect on the Effective Date shall continue to be the Bylaws of the Surviving Corporation.

(b) The names and addresses of the directors of the Surviving Corporation after the Merger, who shall serve until their successors have been duly elected or appointed, or until their earlier death, resignation or removal, are:

M.C. Harden III  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

Paul J. Lunetta  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

Michael J. Ammiano  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

Daniel P. Dieterle  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

Lawrence V. Giusti  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

Richard H. Pierpont  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

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John K. Anderson  
1548 The Greens Way  
Suite One  
Jacksonville, Fl 32250

Paul M. Harden  
501 Riverside Avenue, Suite 800  
Jacksonville, Florida 32202

Robert S. Ferreira  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

(c) The principal officers of the Surviving Corporation after the Merger, who shall hold office until their successors have been duly elected or appointed or until their earlier death, resignation or removal, and their respective offices, are as follows:

M. C. Harden, III	Chairman of the Board
Paul J. Lunetta	President/Treasurer
Mary E. Flynn	Secretary/Senior Vice-President
Michael J. Ammiano	Senior Vice President
Daniel P. Dieterle	Senior Vice President
Lawrence V. Giusti	Senior Vice President
Richard H. Pierpont	Senior Vice President
Kimberly L. Bass	Vice President
James R. Clark, II	Vice President
Kelly M. Craddock	Vice President
T. Brooks Faison	Vice President
Brian R. Knerr	Vice President
Bertilyn H. Lunetta	Vice President
Jeremy P. Miller	Vice President
Thomas L. Orr, III	Vice President
William Pezzutti	Vice President
Jennifer A. Retamar	Vice President
Justin B. Terry	Vice President
Dustin B. Theilacker	Vice President

(d) The principal office of the Surviving Corporation after the Merger shall be 501 Riverside Avenue, Suite 1000, Jacksonville, Florida 32202. The name and address of the Registered Agent shall be:

M.C. Harden, III  
501 Riverside Avenue, Suite 1000  
Jacksonville, Florida 32202

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(e) If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to any property or rights of the Disappearing Corporation, the proper officers and directors of the Disappearing Corporation, or the Surviving Corporation, shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Agreement.

**ARTICLE VI**  
**Effect of Merger**

Upon this Merger becoming effective, the separate existence of the Disappearing Corporation, except insofar as it may be continued by statute, shall cease. Upon this Merger becoming effective, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Corporation, and all the rights, privileges, immunities, powers and franchises of the Disappearing Corporation and all property, real, personal and mixed, and all debts due to the said Disappearing Corporation on whatever account, for stock subscriptions as well as for all other things in action or belonging to the Disappearing Corporation, shall be vested in the Surviving Corporation; and all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Corporation, and the title to any real estate vested by deed or otherwise in the Disappearing Corporation shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of said Disappearing Corporation shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Constituent Corporations, attach to and be assumed by the Surviving Corporation, and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation.

**ARTICLE VII**  
**Authorization of Merger**

The Board of Directors and stockholders of each of the Constituent Corporations adopted the Plan of Merger set forth in these Articles by their respective unanimous written consent.

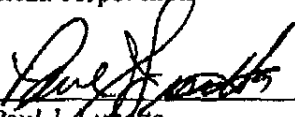
**ARTICLE VIII**  
**Compliance With Legal Requirements**

All provisions of the laws of the State of Florida applicable to the Merger have been or will have been complied with upon the filing and recording of this Agreement with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the Constituent Corporations have caused these Articles and Plan of Merger to be executed the day and year first above written, effective as of 12:01 AM on the 1st day of January, 2010.

HARDEN & ASSOCIATES, INC.,  
a Florida corporation

By: \_\_\_\_\_

  
Paul J. Lunetta  
President

JOHN T. FERREIRA INSURANCE, INC.,  
a Florida corporation

By: \_\_\_\_\_

  
Robert S. Ferreira  
President