

N97000005221

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA SELF-INSURANCE FUND GUARANTY ASSOCIATION, INC., a
Florida corporation N94000003506

INTO

FLORIDA WORKERS' COMPENSATION INSURANCE GUARANTY
ASSOCIATION, INCORPORATED, a Florida corporation, N97000005221

File date: September 30, 1997, effective October 1, 1997

Corporate Specialist: Annette Hogan

RECEIVED
10/1/97

FILED
97 SEP 30 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

**FLORIDA WORKERS' COMPENSATION INSURANCE
GUARANTY ASSOCIATION, INCORPORATED**
(a Florida not for profit corporation)

AND

**FLORIDA SELF-INSURANCE FUND GUARANTY
ASSOCIATION, INC.**
(a Florida not for profit corporation)

Pursuant to the Florida Not For Profit Corporation Act, these Articles of Merger provide that:

1. The Florida Self-Insurance Fund Guaranty Association, Inc. ("FSIFGA"), a Florida not for profit corporation, shall be merged with and into the Florida Workers' Compensation Insurance Guaranty Association, Incorporated ("FWCIGA"), a Florida not for profit corporation, which shall be the surviving corporation. (The FWCIGA and FSIFGA are hereinafter collectively referred to as the "Constituent Corporations").

2. The members of the Constituent Corporations are not entitled to vote on a Plan of Merger. The Agreement and Plan of Merger between Florida Workers' Compensation Insurance Guaranty Association, Incorporated and Florida Self Insurance Fund Guaranty Association, Inc. (the "Plan") was adopted by the Interim Board of Directors of the FWCIGA on August 15, 1997, and was adopted by the Board of Directors of the FSIFGA on September 10, 1997. At the time the Plan was adopted by the Interim Board of Directors of the FWCIGA, eleven (11) directors then held office, and the Plan was unanimously adopted by its Board of Directors. At the time the Plan was adopted by the Board of Directors of the FSIFGA, eight (8) directors then held office, and the Plan was unanimously adopted by its Board of Directors.

3. The Merger shall become effective as of 12:01 a.m. (EDT), October 1, 1997.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the
Constituent Corporations by their authorized chairmen as of October 1, 1997.

FLORIDA WORKERS' COMPENSATION
INSURANCE GUARANTY ASSOCIATION,
INCORPORATED

By: Frederick B. Karl
Frederick B. Karl
Chairman

FLORIDA SELF-INSURANCE FUND GUARANTY
ASSOCIATION, INC.

By: Frank T. White
Frank White
Chairman

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 29th day of September
1997 by Frederick B. Karl, in his capacity as Chairman of the Interim Board of Directors of Florida
Workers' Compensation Insurance Guaranty Association, Incorporated, who is personally known
to me or who has produced _____ as identification.


Georgina W. Wever
Notary Public
GEORGINA W. WEVER
Type or Print Name



GEORGINA W WEVER
My Commission CC393447
Expires Jul. 18, 1998
Bonded by HAI
800-422-1555

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 26th day of SEPTEMBER, 1997 by Frank White, in his capacity as Chairman of the Board of Directors of Florida Self-Insurance Fund Guaranty Association, Inc., who is personally known to me ~~or who has produced~~ _____ as identification.



Notary Public

Type or Print Name



AGREEMENT AND PLAN OF MERGER

BETWEEN

**FLORIDA WORKERS' COMPENSATION INSURANCE
GUARANTY ASSOCIATION, INCORPORATED**
(a Florida not for profit corporation)

AND

**FLORIDA SELF-INSURANCE FUND GUARANTY
ASSOCIATION, INC.**
(a Florida not for profit corporation)

THIS AGREEMENT AND PLAN OF MERGER is made and entered into this 29th day of September, 1997, between the Florida Workers' Compensation Insurance Guaranty Association, Incorporated, a Florida not for profit corporation ("FWCIGA"), and the Florida Self-Insurance Fund Guaranty Association, Inc., a Florida not for profit corporation ("FSIFGA").

IN CONSIDERATION of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, the Florida Workers' Compensation Insurance Guaranty Association Act, and the Florida Not For Profit Corporation Act, at the Effective Time (as defined below), the FSIFGA shall be merged with and into the FWCIGA (the "Merger"), the separate and corporate existence of the FSIFGA shall cease, and the FWCIGA (the "Surviving Corporation") shall continue its corporate existence pursuant to the laws of Florida under its present name. (The FWCIGA and the FSIFGA are collectively referred to as the "Constituent Corporations").

2. The Merger shall become effective as of 12:01 a.m. (EDT), October 1, 1997 (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises, and authority, of a public, as well as private, nature of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed. The title to any interest in all real estate vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Time.

5. The articles of incorporation of the FWCIGA in effect immediately prior to the Effective Time shall continue without change and be the articles of incorporation of the Surviving Corporation.

6. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

7. All terms, covenants and conditions of this Agreement are set forth herein and there are no warranties, agreements, or understandings, expressed or implied, except as are expressly set forth herein. This Agreement constitutes the entire agreement and understanding between the parties hereto and supersedes any prior agreement or understanding relating to the subject matter of this Agreement.

8. This Agreement may be modified or amended only by a written instrument executed and signed by both parties.

9. This Agreement was executed and delivered in the state of Florida and all obligations hereunder shall be governed by and interpreted in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement was executed and signed at Tampa, Florida, on the date first written above.

FLORIDA WORKERS' COMPENSATION
INSURANCE GUARANTY ASSOCIATION,
INCORPORATED

By: Frederick B. Karl
Frederick B. Karl
Chairman, Interim Board

FLORIDA SELF-INSURANCE FUND GUARANTY
ASSOCIATION, INC.

By: Frank T. White
Frank White
Chairman