F04000003415

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

500180709335

07/19/10--01034--026 **113.75

FILED
2010 AUG -9 P 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
Tennis
8-10-10

COVER LETTER

TO: Amendment Section
Division of Corporations

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

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

T. Harris Collier,III
Name of 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 at (601) 208-5088
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ $35.00 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☐ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MISSISSIPPI INSURANCE DEPARTMENT

MIKE CHANEY
Commissioner of Insurance
State Fire Marshal

MARK HARIS
Deputy Commissioner of Insurance

501 N. WEST STREET, SUITE 1001
WOOLFOLK BUILDING
JACKSON, MISSISSIPPI 39201
www.mid.state.ms.us

MAILING ADDRESS
Post Office Box 79
Jackson, Mississippi 39205-0079
TELEPHONE: (601) 359-3569
FAX: (601) 359-2474

July 29, 2010

T. Harris Collier, III
P O Box 291
Jackson, MS 39205-0291

RE: Fisher-Brown Bottrell Insurance, Inc.

Dear Sir/Madam:

In regards to your letter that was received by our office on July 29, 2010, this office has no objection to you using the word "insurance" in the name of your corporation.

Should you have any questions or need any additional information, please feel free to call my assistant Sherri Coleman at (601) 359-1087.

Respectfully,

Robert Perkins
Director of Licensing Division

By: Sherri Coleman

Sherri Coleman
Administrative Assistant VI

0000080228

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

FILED
2010 AUG -9 P 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F04000003615
(Document number of corporation (if known))

1. The Bottrell Insurance Agency, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Mississippi
(Incorporated under laws of)

3. 6/24/2004
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 07/30/10

5. Fisher Brown Bottrell Insurance, Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

T. Harris Collier, III
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

T. Harris Collier, III
(Typed or printed name of person signing)

Secretary
(Title of person signing)

State of Mississippi

Office of the Secretary of State

C. Delbert Hosemann, Jr., Secretary of State

Jackson, Mississippi

CERTIFICATE

I, C. DELBERT HOSEMANN, JR., Secretary of State of the State of Mississippi, and as such, the legal custodian of the corporate records, required by the laws of Mississippi, to be filed in my office, do hereby certify:

That on May 2, 1997, the State of Mississippi issued a Charter/Certificate of Authority to:

FISHER BROWN BOTTRELL INSURANCE, INC.

That the state of incorporation is MISSISSIPPI.

That the period of duration is perpetual.

That according to the records of this office, Articles of Dissolution or a Certificate of Withdrawal have not been filed.

That according to the records of this office, a current Annual Report has been delivered to the Office of the Secretary of State.

I further certify that all fees, taxes and penalties owed to this state, as reflected in the records of the Secretary of State, have been paid and that the corporation is in existence or has authority to transact business in Mississippi.

SECRETARY OF STATE ★ OFFICIAL ★ STATE OF MISSISSIPPI

Given under my hand
and seal of office
August 4, 2010

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State

State of Mississippi

Secretary of State's Office

C. Delbert Hosemann, Jr.

Secretary of State
Jackson, Mississippi

FISHER BROWN BOTTRELL INSURANCE, INC.

Business ID: 710440

The attached 7 pages are true and correct copies of documents filed in the Mississippi Secretary of State's Office pursuant to the Mississippi Code of 1972 Annotated.

This the 4th day of August, 2010.

SECRETARY OF STATE
P.O. Box 136
Jackson, MS 39205
(601) 359-1633

C. Delbert Hosemann, Jr.

C. Delbert Hosemann, Jr.
Secretary of State

Certification Number: 12255485-1 Reference: Tina-BJ
Verify this certificate online at https://business.sos.state.ms.us/corp/soskb/verify.asp

Business ID: 710440
Date Filed: 07/30/2010 05:00 PM
C. Delbert Hosemann, Jr.
Secretary of State

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Merger or Share Exchange
Profit Corporation

The undersigned corporation pursuant to Section 79-4-11.05, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

Fisher-Brown, Inc.

2. Name of Corporation 2

The Bottrell Insurance Agency, Inc.

3. Name of Corporation 3

4. The future effective date is (Complete if applicable)

5. The plan of merger or share exchange. (Attach page)

6. Mark appropriate box.

☐ (a) Shareholder approval of the plan of merger or share exchange was not required.

OR

☐ (b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast
Fisher-Brown		1350	1350
Bottrell		1000	1000

B2090860000

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Merger or Share Exchange
Profit Corporation

AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan

OR

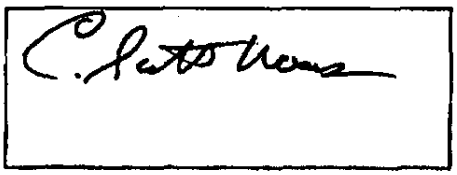
b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan
Fisher-Brown		1350
Bottrell		1000

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

Fisher-Brown Inc.

By: Signature  (Please keep writing within blocks)

Printed Name C. Scott Woods, II Title Chairman

Rev. 01/96

0220980000

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 1 of the Articles of Incorporation of Bottrell shall be amended in its entirety upon the Effective Date to read:

(B2090000860228)

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

0000860228

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

0000860228

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE

P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333

Articles of Merger or Share Exchange
Profit Corporation

Name of Corporation 2

The Bottrell Insurance Agency, Inc.

By: Signature  (Please keep writing within blocks)

Printed Name C. Scott Woods, II Title Chairman

Name of Corporation 3

By: Signature (Please keep writing within blocks)

Printed Name Title

A20980000

NOTE

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the *articles of incorporation provide for a greater or lessor vote, but not less than a majority of all votes* cast at a meeting.

2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.

3. The articles must be similarly executed by each corporation that is a party to the merger.