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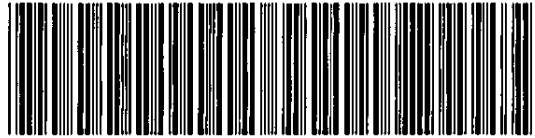
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07 APR 18 PM 4: 21  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2007 MAY -2 AM 11: 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*AsE  
5/2/07*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 857294 7363511

AUTHORIZATION

COST LIMIT : \$ 70.00

*Spuddeeman*

ORDER DATE : April 18, 2007

ORDER TIME : 2:40 PM

ORDER NO. : 857294-005

CUSTOMER NO: 7363511

ARTICLES OF MERGER

SHAPIRO INSURANCE, INC.

INTO

BROWN & BROWN OF FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Joyce Markley

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 19, 2007

CSC  
ATTN: JOYCE  
TALLAHASSEE, FL

SUBJECT: BROWN & BROWN OF FLORIDA, INC.  
Ref. Number: 150616

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for BROWN & BROWN OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You have used the wrong form for filing a profit corporation merger.

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) 245-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 907A00026402

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF MERGER**

(Profit Corporations)

**FILED**

2007 MAY -2 AM 11: 53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
Brown & Brown of Florida, Inc.	Florida	

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Shapiro Insurance, Inc.	Florida	

**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 March 27, 2007.

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 March 27, 2007.

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)*



**EXHIBIT "A"**

**PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Brown & Brown of Florida, Inc. ("Brown")	Florida

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Shapiro Insurance, Inc. ("Shapiro")	Florida

**Third:** The terms and conditions of the merger are as follows:

A. Upon the filing of these Articles of Merger with the Florida Secretary of State (the "Effective Time"), Shapiro shall be merged with and into Brown. As a result of the merger, the separate existence of Shapiro shall cease and Brown shall continue as the surviving corporation of the merger.

B. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, the identity, all of the property (whether real, personal or mixed), rights, privileges, powers, immunities, franchises, debts, liabilities and duties of Shapiro shall be merged with, fully vest in and become the rights, privileges, powers, immunities, franchises, debts, liabilities and duties of Brown and the separate existence of Shapiro shall cease.

C. At the Effective Time, the Articles of Incorporation and the Bylaws of Brown shall be the Articles of Incorporation and Bylaws in effect.

D. At the Effective Time, the directors of the Brown shall be the directors to hold office in accordance with the Articles of Incorporation and Bylaws of Brown, until their successors are duly elected or appointed and qualified. Also at the Effective Time, the officers of BROWN shall be the officers after the Effective Time, in each case until their respective successors are duly elected or appointed and qualified.

E. From and after the filing of these Articles of Merger, each share of the capital stock of Shapiro shall be canceled and retired. Each outstanding share of Brown common stock shall remain unchanged and outstanding.