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DEAN MEAD ORLANDO

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Division of Corporations

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To:

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

From: **CARL MATTHEWS**

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOVANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

EFFECTIVE DATE

Jan 1, 2009

MERGER OR SHARE EXCHANGE

KUYKENDALL INSURANCE AGENCY, INC.

Certificate of Status	0
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**ARTICLES OF MERGER OF
 BE-CO, INC.
 WITH AND INTO
KUYKENDALL INSURANCE AGENCY, INC.**

EFFECTIVE DATE
Jan 1, 2009

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of BE-CO, INC., a Florida corporation, with and into KUYKENDALL INSURANCE AGENCY, INC., a Florida corporation, being the surviving corporation, is set forth in **Exhibit A** attached hereto and made a part hereof.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the directors and shareholders of both corporations by resolutions adopted by Written Consents dated effective as of December 30th, 2008.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be January 1, 2009.

DATED this 30th day of Dec, 2008.

BE-CO, INC.

By: [Signature]
 Christopher B. Gardner, President

KUYKENDALL INSURANCE AGENCY
 INC.

By: [Signature]
 John M. Kuykendall, President

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 08 DEC 30 PM 12:09

**STATE OF FLORIDA
 COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 30th day of December, 2008, by CHRISTOPHER B. GARDNER, as President of BE-CO, INC., a Florida corporation, on behalf of the corporation. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: _____

CHRISTINE ST. JOHN
 Notary Public, State of Florida
 My comm. exp. Aug. 10, 2009
 Comm. No. DD 460352

Print Name: Christine St. John
 Notary Public, State of Florida
 Commission No.: DD 460352
 My Commission Expires: Aug 10, 2009

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(((H08000281547 3)))

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 30th day of December, 2008, by JOHN M. KUYKENDALL, as President of KUYKENDALL INSURANCE AGENCY, INC., a Florida corporation, on behalf of the corporation. Said person (check one): [☒] is personally known to me, [☐] produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or [☐] produced other identification, to wit: _____.

CHRISTINE ST. JOHN
Notary Public, State of Florida
My comm. exp. Aug. 10, 2009
Comm. No. DD 460352

Print Name: Christine St. John
Notary Public, State of Florida
Commission No.: DD 460352
My Commission Expires Aug. 10, 2009

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EXHIBIT A
PLAN OF MERGER
OF
BE-CO, INC.
WITH AND INTO
KUYKENDALL INSURANCE AGENCY, INC.

1. BE-CO, INC., a Florida corporation ("BE-CO"), shall merge with and into KUYKENDALL INSURANCE AGENCY, INC., a Florida corporation ("KIA"), with KIA as the surviving corporation.

2. Upon the consummation of the merger of BE-CO with and into KIA, the separate existence of BE-CO shall cease. KIA, as the surviving corporation, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of KIA shall not be affected by the merger and upon the merger, KIA, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of BE-CO prior to the merger as provided in Section 607.1106 of the Florida Statutes. Further, as provided in Section 607.1106 of the Florida Statutes, all rights of creditors and any person or persons dealing with BE-CO shall be preserved and remain unimpaired by the merger, all liens upon the properties of BE-CO shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of BE-CO shall henceforth attach to KIA and may be enforced against KIA to the same extent as if such obligations and duties had been incurred by KIA. Additionally, any existing claim or action or proceeding pending by or against BE-CO or KIA may be continued as if the merger did not occur or KIA may be substituted in such proceedings for BE-CO.

3. The manner and basis of converting the shares of BE-CO and KIA into shares of KIA are as follows:

On the effective date of the merger, each share of common stock, \$0.10 par value, of KIA issued and outstanding immediately prior to the merger shall remain outstanding, and each share of common stock, \$1.00 par value, of BE-CO issued and outstanding immediately prior to the merger shall be cancelled and converted into 5.451528 shares of common stock, \$0.10 par value, of KIA. The total consideration for the 100 shares of outstanding \$1.00 par value common stock of BE-CO shall be 545.1528 shares of \$0.10 par value common stock of the surviving corporation.

4. The Articles of Incorporation of KIA in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Incorporation of KIA.

5. The Bylaws of KIA in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Bylaws of KIA.

6. The effective date of the merger shall be January 1, 2009.

7. The transactions described in this Plan of Merger are intended to qualify as a tax free reorganization under Sections 368(a)(1)(A), 354 and 361 of the Internal Revenue Code of 1986, as amended.

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