

218668

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 054001 7363511

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 78.75

ORDER DATE : April 17, 2003

ORDER TIME : 1:16 PM

ORDER NO. : 054001-005

CUSTOMER NO: 7363511

CUSTOMER: Jennifer Hayes
Brown & Brown Insurance, Inc.
Suite 1700
401 E. Jackson Street
Tampa, FL 33602

ARTICLES OF MERGER

BROWN & BROWN AIRCRAFT
ACQUISITION CO.

INTO

BROWN & BROWN, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
Merger Sheet

MERGING:

BROWN & BROWN AIRCRAFT ACQUISITION CO., a Delaware corporation not
qualified

INTO

BROWN & BROWN, INC., a Florida entity, 218668

File date: April 17, 2003

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Amount charged: 78.75

(Profit Corporations)

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

FILED
2003 APR 17 PM 3:58
CLERK OF DISTRICT COURT
JANUARY 17 2003
TALLAHASSEE, FLORIDA
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Brown & Brown Aircraft</u>		
<u>Acquisition Co.</u>	<u>Delaware</u>	<u>3336745</u>

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the board of directors of the surviving corporation on April 14, 2003 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 board of directors of the merging corporation(s) on April 14, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Brown & Brown, Inc.



Thomas M. Donegan, Jr., Vice Preside

Brown & Brown Aircraft



Acquisition Co.

Thomas M. Donegan, Jr., Vice Presid.

(Non Subsidiaries)

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

Jurisdiction

Brown & Brown, Inc.

Florida

Jurisdiction

Brown & Brown Aircraft

Acquisition Co.

Delaware

See Exhibit "A"

See Exhibit "A"

(Attach additional sheets if necessary)

EXHIBIT A

PLAN OF MERGER

1. Brown & Brown, Inc., which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Brown & Brown Aircraft Acquisition Co., which is a business corporation of the State of Delaware, hereby merges Brown & Brown Aircraft Acquisition Co. into Brown & Brown, Inc. pursuant to the provisions of the laws of the State of Delaware and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Brown & Brown Aircraft Acquisition Co. shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Brown & Brown, Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of Brown & Brown Aircraft Acquisition Co. shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Brown & Brown, Inc. are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.