

JUL 16 2015 10:08AM  
7/16/2015

JONES FOSTER

Division of Corporations

NO. 2857

1

295480

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : JONES, FOSTER, JOHNSTON & STUBBS, P.A.  
Account Number : 076077003231  
Phone : (561)650-0471  
Fax Number : (561)650-5300

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: Sbatchelor@tequestainsurance.com

**MERGER OR SHARE EXCHANGE**

**Tequesta Agency, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$148.75

*Merger/CC*

JUL 17 2015

I ALBRITTON

JUL 16 2015 10:08AM

JONES FOSTER 561 650 0435

NO. 3857 P. 2



July 16, 2015

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

TEQUESTA AGENCY INC  
218 S US HWY ONE  
STE 300  
TEQUESTA, FL 33469-3098US

SUBJECT: TEQUESTA AGENCY INC  
REF: 295480

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H15000171806  
Letter Number: 915A00014895

RECEIVED

15 JUL 16 AM 11:49

RECEIVED AT J. J. LEE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

## ARTICLES OF MERGER

**Tequesta Agency, Inc.**  
a Florida corporation

and

**Tequesta Benefits, Inc.**  
a Florida corporation

**Gulfstream Auto Insurance, Inc.**  
a Florida corporation

**Tequesta Insurance Group, Inc.**  
a Florida corporation

2015 JUL 16 AM 8:30  
DIVISION OF CORPORATE  
REGISTRATION  
STATE OF FLORIDA

The following Articles of Merger are being 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 is Tequesta Agency, Inc., a Florida corporation, located at 218 South U.S. Highway One, Suite 300, Tequesta, Florida 33469 (Document No. 295480).

**Second:** The names and jurisdictions of the merging corporations are Tequesta Benefits, Inc., a Florida corporation, located at 218 South U.S. One, Suite 300, Tequesta, Florida 33469 (Document No. P06000082313); Gulfstream Auto Insurance, Inc., a Florida corporation, located at 218 South U.S. One, Suite 300, Tequesta, Florida 33469 (Document No. P97000020073); and Tequesta Insurance Group, Inc., a Florida corporation, located at 218 South U.S. One, Suite 300, Tequesta, Florida 33469 (Document No. P06000048722);

**Third:** The Plan of Merger is attached and made part hereof.


**Fourth:** The effective date of the merger shall be the date of filing.


**Fifth:** The Plan of Merger was adopted by the shareholders of the surviving corporation on July 14, 2015.


**Sixth:** The Plan of Merger was adopted by the shareholders of the merging corporations on July 14, 2015.


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Surviving Corporation:Tequesta Agency, Inc.,  
a Florida corporation

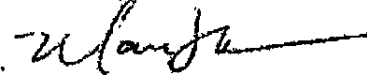
By:   
Mark J. Kasten  
Its: CEO

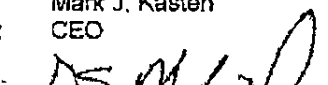
By:   
Geoffrey E. Mayfield  
Its: President


By:   
Todd P. Hutchison  
Its: Vice-President

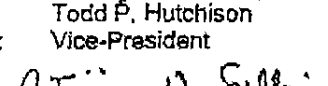
By:   
Patricia W. Sullivan  
Its: Vice-President

Merging Corporations:Tequesta Benefits, Inc.  
a Florida corporation


By:   
Mark J. Kasten  
Its: CEO

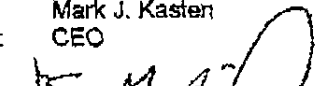
By:   
Geoffrey E. Mayfield  
Its: President

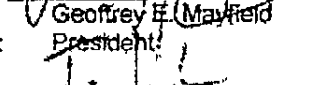
By:   
Todd P. Hutchison  
Its: Vice-President

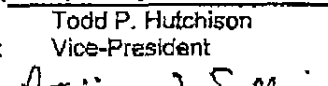
By:   
Patricia W. Sullivan  
Its: Vice-President

Gulfstream Auto Insurance, Inc.  
a Florida corporation

By:   
Mark J. Kasten  
Its: CEO

By:   
Geoffrey E. Mayfield  
Its: President

By:   
Todd P. Hutchison  
Its: Vice-President

By:   
Patricia W. Sullivan  
Its: Vice-President

[SIGNATURES CONTINUED ON FOLLOWING PAGE]

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JUL 16 2015 10:09AM

JONES FOSTER 561 650 0435

NO. 3857 P. 5

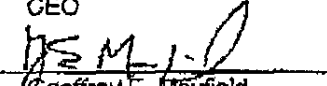
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Tequesta Insurance Group, Inc.  
a Florida corporation

By: 


Mark J. Kasten

Its: CEO

By: 

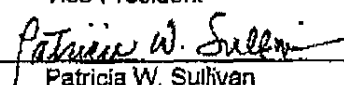
Geoffrey E. Mayfield

Its: President

By: 

Todd P. Hutchison

Its: Vice-President

By: 

Patricia W. Sullivan

Its: Vice-President

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H15000171806 3

**PLAN OF MERGER**

**Tequesta Agency, Inc.**  
a Florida corporation

and

**Tequesta Benefits, Inc.**  
a Florida corporation

**Gulfstream Auto Insurance, Inc.**  
a Florida corporation

**Tequesta Insurance Group, Inc.**  
a Florida corporation

The following Plan of Merger is made and entered into effective as of the date of filing and is submitted in compliance with Section 607.1101, Florida Statutes:

1. The name and jurisdiction of the surviving corporation is Tequesta Agency, Inc., a Florida corporation (the "Surviving Corporation").

2. The name and jurisdiction of the merging corporations are Tequesta Benefits, Inc., a Florida corporation, Gulfstream Auto Insurance, Inc., a Florida corporation, and, Tequesta Insurance Group, Inc., a Florida corporation (the "Merging Corporations").

3. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida and has authorized 1,000 common shares, each with a par value of ten dollars (\$10.00) per share, of which one thousand (1,000) shares are currently issued and outstanding.

The Merging Corporations are corporations duly organized and existing under the laws of the State of Florida.

4. The terms and conditions of the merger are as follows:

A. The merger shall become effective as of the date of filing.

B. The Merging Corporations shall be merged into the Surviving Corporation. The name of the Surviving Corporation shall continue to be Tequesta Agency, Inc., a Florida corporation.

C. On the effective date of the merger, the Merging Corporations shall be merged into the Surviving Corporation, the separate corporate existence of the Merging Corporations shall cease, and the Surviving Corporation shall continue in existence, and without the necessity of other transfer or assumption, shall succeed to and possess all of the assets, properties, amenities, powers, franchises, and authority

H15000171806 3

of a public as well as a private nature, and assume and be subject to all of the liabilities, obligations, debts and duties of the Merging Corporations and any claim existing or action or proceeding pending by or against the Merging Corporations may be prosecuted as if the merger has not taken place or the Surviving Corporation may be substituted in its place, all without further act or deed.

D. On the effective date of the merger, all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to the Merging Corporations shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in the Merging Corporations shall be vested in the Surviving Corporation without revision or impairment.

Notwithstanding the foregoing, if at any time the Surviving Corporation shall consider or be advised that further assignments, conveyances or assurances are necessary or desirable to carry out the provisions hereof, the proper officers and directors of the Merging Corporations as of the effective date of the merger, shall execute and deliver any and all proper deeds, assignments and assurances, and do all things necessary or proper to carry out the provisions hereof.

5. The Articles of Incorporation of the Surviving Corporation and the By-Laws of the Surviving Corporation shall remain in effect until amended or changed as provided in such Articles or such By-Laws.

6. The terms of the merger, the mode of carrying them into effect and the manner and basis for canceling the shares of the Merging Corporations shall be as follows

A. At the effective date of this merger, each of the shares of the Surviving Corporation issued and outstanding immediately prior to the effective date of this merger shall, on and immediately after the effective date of the merger, remain issued and outstanding, with no change in the holder, terms or conditions affected by the merger.

B. At the effective date of this merger there were no shares of stock issued by any of the Merging Corporations, therefore there are no outstanding shares to be surrendered or cancelled.

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IN WITNESS WHEREOF, the Merging Corporations and the Surviving Corporation, have signed this Plan of Merger as of July 14, 2015.

Surviving Corporation:

Tequesta Agency, Inc.,  
a Florida corporation

By: 

Mark J. Kasten

Its: CEO

By: 

Geoffrey E. Mayfield

Its: President

By: 

Todd P. Hutchison

Its: Vice-President

By: 

Patricia W. Sullivan

Its: Vice-President

Merging Corporations:

Tequesta Benefits, Inc.  
a Florida corporation

By: 

Mark J. Kasten

Its: CEO

By: 

Geoffrey E. Mayfield

Its: President

By: 

Todd P. Hutchison

Its: Vice-President

By: 

Patricia W. Sullivan

Its: Vice-President

[SIGNATURES CONTINUED ON FOLLOWING PAGE]



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Merging Corporations:

Gulfstream Auto Insurance, Inc.  
a Florida corporation

By: 

Mark J. Kasten

Its: CEO

By: 

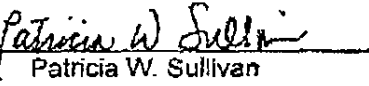
Geoffrey E. Mayfield

Its: President

By: 

Todd P. Hutchison

Its: Vice-President

By: 

Patricia W. Sullivan


Its: Vice-President

Tequesta Insurance Group, Inc.  
a Florida corporation

By: 

Mark J. Kasten

Its: CEO

By: 

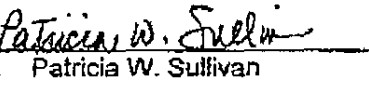
Geoffrey E. Mayfield

Its: President

By: 

Todd P. Hutchison

Its: Vice-President

By: 

Patricia W. Sullivan

Its: Vice-President

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