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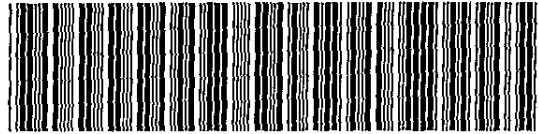
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

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ac merger

TRANSMITTAL LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Roger Bouchard Insurance, Inc.
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

James G. Orie

(Name of person)

F.N.B. Corporation

(Name of firm/company)

One F.N.B. Boulevard, Legal Dept., 1st Floor

(Address)

Hermitage, Pennsylvania 16148

(City/state and zip code)

For further information concerning this matter, please call:

James Orie

(Name of person)

at

724

983-3435

(Area code & daytime telephone number)



Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

First: The name and jurisdiction of the surviving corporation:

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

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Lupfer-Frakes, Inc.</u>	<u>Florida</u>	

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 in the future.)

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 June 30, 2003

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 / /

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on July 1, 2003 and shareholder approval was not required.

(Attach additional sheets if necessary)

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TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

Typed or Printed Name of Individual & Title

Roger Bouchard Insurance /

Samuel R. Paul

Timothy Bouchard

Lupfer-Frakes, Inc.

San Jose

Sam Lupfer

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
ROGER BOUCHARD INSURANCE AGENCY, INC.
A Florida Corporation**

AND

**LUPFER-FRAKES, INC.
A Florida Corporation**

RECITALS

A. LUPFER-FRAKES ("LF") is a business corporation incorporated under the laws of the State of Florida. LF's parent company, Roger Bouchard Insurance Agency, Inc. ("Bouchard") owns 100% of its issued and outstanding capital and voting stock.

B. Bouchard is a business corporation incorporated under the laws of the State of Florida.

C. The respective boards of directors and shareholders of LF and Bouchard have adopted resolutions approving this Plan of Merger (the "Plan") and the merger of LF with and into Bouchard, in accordance with Section 607.1104 of the Florida statutes.

TERMS AND CONDITIONS

1. Parties to Merger. Upon consummation of the contemplated merger and subject to the terms and conditions of this Plan, LF shall be merged with and into Bouchard in accordance with the provisions of the Florida Statutes (the "Merger"). The separate existence of LF shall thereupon cease and Bouchard shall be the surviving corporation resulting from the Merger (the "Surviving Corporation"). The corporate existence of Bouchard shall continue unimpaired and unaffected by the Merger. The Merger shall have the effects specified in this Plan and the Florida Statutes.

2. Conversion of Shares. Each LF Common Share outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action by the holder thereof, be cancelled.

3. Share Certificates. From and after the Effective Time, the holder of a certificate theretofore representing LF Common Shares (any such certificate being hereinafter referred to as a "Certificate") may surrender the Certificate to Bouchard or its agent for cancellation.

4. **Filing and Effective Time.** Articles of merger, and such other documents and instruments as are required by, and complying in all respects with, the Florida Statute shall be delivered to the appropriate state officials for filing. The Merger shall become immediately effective (the "Effective Time") upon the filing of articles of merger in the Department of State of the State of Florida.

5. **Articles of Incorporation and Bylaws.** The articles of incorporation and bylaws of Bouchard in effect immediately prior to the Effective Time shall continue to be the articles of incorporation and bylaws of the resulting corporation following the Merger, until amended in accordance with applicable law.

6. **Directors and Officers.** From and after the Effective Time, the directors and officers of Bouchard shall continue to be the directors and officers of the corporation resulting from the Merger. Each such director or officer shall hold office until the expiration of his or her term of office, or earlier death, resignation or removal, in accordance with the articles and bylaws of the corporation resulting from the Merger.

7. **Termination.** Notwithstanding shareholder approval of this Plan, this Plan may be terminated at any time prior to the Effective Time by either LF or Bouchard by written notice to the other at least five (5) days prior to the Effective Time, and, if articles of merger have been filed in the Florida Department of State, by the filing of a statement of termination.

8. **Further Assurances.** LF shall at any time, or from time to time, as and when requested by Bouchard, or its successors and assigns, execute and deliver, or cause to be executed and delivered, in the name of LF by its last acting officers, or by the corresponding officers of Bouchard, all such conveyances, assignments, transfers, deeds or other instruments, and shall take or cause to be taken such further action as Bouchard or its successors and assigns, may deem necessary or desirable in order to evidence the transfer, vesting or devolution of any property right privilege or franchise or to vest or perfect in or confirm to Bouchard, its successors and assigns, title to and possession of all of the property, rights, privileges, powers, immunities, franchises and interests of LF and otherwise to carry out the intent and purposes of this Plan.

9. **Interpretation.** The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan. Words used in this Plan, regardless of the gender or number specifically used, shall be deemed to include any other gender, masculine, feminine or neuter and any other number, singular or plural, as the context may require.

IN WITNESS WHEREOF, each of the Parties has caused this Agreement to be executed on its behalf under seal as of the _____ day of _____, 2003. This

Agreement may be executed in one or more counterparts which, taken together, shall constitute a single original hereof.

ATTEST:

LUPFER-FRAKES, INC.

Secretary

(Corporate Seal)

By: _____
Name: _____
Title: _____

ATTEST:

**ROGER BOUCHARD INSURANCE
AGENCY, INC.**

Secretary

(Corporate Seal)

By: _____
Name: _____
Title: _____