

304644

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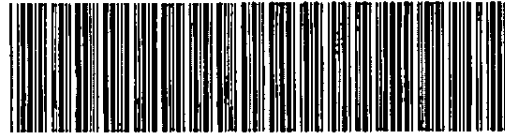
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C.L.  
1-28-15



**Ashton**  
BONDING • INSURANCE

4100 Metric Dr. Suite 100  
P.O. Box 7100  
Winter Park, FL 32793  
800-451-4854 ext. 100 / 407-678-2468 fax

January 19, 2015

**Subject:** Statement of Plan Approval  
*Pending Merger*  
**FEIN: 68-0169583 merging into FEIN 59-2258545**

To whom it may concern:

This document serves to confirm that the merger plan, dated 1/15/15, between Ashton Agency, Inc. (surviving corporation) and Ashton Insurance Agency, Inc. of CA (merging corporation) was approved in accordance with the applicable provisions stated in the corresponding chapter of the Florida Business Corporation Act.

Please feel free to contact me at (407) 678-5900 with any questions.

Sincerely,

Brad Hasselwander  
Ashton Insurance Agency, Inc. of CA  
President/Owner



**Ashton**  
BONDING • INSURANCE

4100 Metric Dr. Suite 100  
P.O. Box 7100  
Winter Park, FL 32793  
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Sincerely,

Brad Hasselwander  
Ashton Agency, Inc.  
President/Owner

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ASHTON AGENCY, INC.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

KATHLEEN SAFT

Contact Person

ASHTON AGENCY, INC.

Firm/Company

4100 METRIC DRIVE #100

Address

WINTER PARK, FL 32792

City/State and Zip Code

KATIESAFT@ASHTONAGENCY.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KATHLEEN SAFT

Name of Contact Person

At ( 407 )

678-1293

Area Code & Daytime Telephone Number



Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

# ARTICLES OF MERGER

(Profit Corporations)

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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)
304644 ASHTON AGENCY, INC.	FLORIDA	304644

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ASHTON INSURANCE AGENCY, INCORPORATED OF CALIFORNIA	California	C1617575

**(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 01/15/2015.

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 01/15/2015.

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)

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DIVISION OF CORPORATIONS

Signature of an Officer or Director

15 JAN 27 PM 4:03  
Typed or Printed Name of Individual & Title

**Brad Hasselwander, President/Owner**

**Brad Hasselwander, President/Owner**

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Figure 1. Schematic representation of the experimental design. The subjects were divided into two groups: the control group and the experimental group. The control group was exposed to the control condition, and the experimental group was exposed to the experimental condition. The control condition was a standard condition, and the experimental condition was a modified condition. The subjects were exposed to the conditions for a period of time, and their responses were recorded. The results were then compared between the two groups.

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER, dated January 15, 2015 (this "Agreement"), is entered into by and between Ashton Agency, Inc., a Florida corporation ("Ashton (FL)"), and Ashton Insurance Agency, Incorporated, of California, a California corporation ("Ashton (CA)"). Ashton (FL) and Ashton (CA) are hereinafter sometimes collectively referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Ashton (FL) is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Ashton (CA) is a corporation duly organized and existing under the laws of the State of California;

WHEREAS, the respective Officers and Board of Directors of Ashton (FL) and Ashton (CA) have determined that it is advisable and in the best interests of such corporations and their shareholders that Ashton (CA) merge with and into Ashton (FL) upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of reorganization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder;

WHEREAS, the sole shareholder of Ashton (FL), Brad Hasselwander, has approved this Agreement, by execution of written consent in accordance with Section 607.1107 of the Florida Business Corporation Act;

WHEREAS, the shareholder, Brad Hasselwander, in his capacity as the sole shareholder of Ashton (CA) has approved this Agreement, by execution of a written consent in accordance with Section 1108 of the California Corporations Code.

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Ashton (FL) and Ashton (CA) hereby agree as follows:

1. Merger. Ashton (CA) shall be merged with and into Ashton (FL) (the "Merger") such that Ashton (FL) shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and California and the Merger shall become effective at the time provided by applicable law (the "Effective Time").

2. Governing Documents. The Certificate of Incorporation of Ashton (FL) shall be the Certificate of Incorporation of the Surviving Corporation, and upon the consummation of the Merger, the By-Laws of Ashton (FL) shall be the By-laws of the Surviving Corporation.

3. Directors. The persons who are directors of Ashton (FL) immediately prior to the Effective Time shall, after the Effective Time, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

4. Officers. The persons who are officers of Ashton (FL) immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-laws of the Surviving Corporation.

5. Succession. At the Effective Time, the separate corporate existence of Ashton (CA) shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Ashton (CA) shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Ashton (CA), its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Ashton (CA). The employees and agents of Ashton (CA) shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of Ashton (CA).

6. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assignors, there shall be executed and delivered on behalf of Ashton (CA) such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Ashton (CA), and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Ashton (CA) or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (i) each share of Ashton (CA) common stock, par value \$0.10 per share ("Ashton (CA) Common Stock"), issued and outstanding immediately prior to the Effective Time shall be changed and converted into one (1) validly issued, fully paid and non assessable share of Ashton (FL) common stock, par value \$0.10 per share ("Ashton (FL) Common Stock"). After the Effective Time, the Surviving Corporation shall reflect in its stock ledger the number of shares of Ashton (FL) Common Stock to which the sole shareholder of Ashton (CA) is entitled pursuant to the terms hereof.

8. Amendment. The parties hereto, by mutual consent of their respective sole shareholder and officers, may amend, modify or supplement this Agreement prior to the Effective Time.

9. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

10. Descriptive Headings. 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 Agreement.

11. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to the choice or conflict of law provisions contained therein to the extent that the application of the laws of another jurisdiction will be required thereby.



IN WITNESS WHEREOF, Ashton (FL) and Ashton (CA) have caused this Agreement to be executed and delivered as of the date first written above.

Ashton Agency, Inc., a Florida corporation

By: 

Name: Brad Hasselwunder  
Title: President/owner

Ashton Insurance Agency, Incorporated, of  
California, a California corporation

By: 

Name: Brad Hasselwunder  
Title: President/owner

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