

Division of Corporations

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# 325512

Florida Department of State  
Division of Corporations  
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DIVISION OF CORPORATIONS  
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**MERGER OR SHARE EXCHANGE  
PLANNING CORPORATION OF AMERICA**

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*10-1-13 Merger*

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**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Planning Corporation of America

Name of Surviving Party

Please return all correspondence concerning this matter to:

Deborah A. Hawke

Contact Person

Raymond James Financial, Inc.

Firm/Company

880 Carillon Parkway, Legal Department

Address

St. Petersburg, FL 33716

City, State and Zip Code

debbie.hawke@raymondjames.com

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

For further information concerning this matter, please call:

Kenneth E. Armstrong

at ( 727 ) 567-5170

Name of Contact Person

Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED  
18 OCT - 1 PM 14 58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Planning Corporation of America	Florida	Corporation
Lane, Berry & Co. International, LLC	Massachusetts	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Planning Corporation of America	Florida	Corporation

whose name will be changed to Raymond James Insurance Group, Inc.

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

October 1, 2013

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Planning Corporation of America		Scott L. Stolz, President
Lane, Berry & Co. International, LLC		Raymond James Financial, Inc. By: Paul L. Mabeck, Secretary

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Planning Corporation of America	Florida	Corporation
Lane, Berry & Co. International, LLC	Massachusetts	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Planning Corporation of America	Florida	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

The existing Articles of Incorporation are hereby amended to reflect the name change to  
 Raymond James Insurance Group, Inc., and those Articles as so amended and By-laws of Planning  
 Corporation of America shall be the Articles of Incorporation and By-laws of the surviving corporation.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The outstanding membership interests in Lane, Berry & Co. International, LLC shall be exchanged for One Dollar (\$1.00), on and as of the effective date of the merger. The outstanding shares of common stock of Planning Corporation of America on the effective date of the merger shall remain outstanding.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Any rights to acquire interests in Lane, Berry & Co. International, LLC shall be cancelled on and as of the effective date of the merger.

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

Not applicable

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*(Attach additional sheet if necessary)*