

334855

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

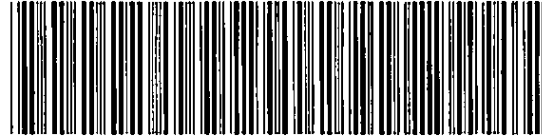
(Business Entity Name)

(Document Number)

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DEC 22

2022 DEC 21 AM 11:57  
2022 DEC 22 AM 11:38

ALLAHASSEE, FLORIDA

\*2250, 00524 DO1671



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 22, 2022

COGENCYGLOBAL

TALLAHASSEE, FL 32301

SUBJECT: WEXLER INSURANCE AGENCY INC  
Ref. Number: 334855

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We have received your document for WEXLER INSURANCE AGENCY INC and the authorization to debit your account in the amount of \$60.00. However, the document has not been filed and is being returned for the following:

Please include the statements that I have highlighted on the attached merger form. "The merger was approved by each domestic merging corporation in accordance with 607.1101(1)(b) F.S. and by the organic law governing the other parties to the merger. And "The surviving entity exists before the merger and is a domestic filing entity".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey  
OPS

Letter Number: 822A00028647

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TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account# 1200000000088

Date 12/21/2022

Name Chris Vick

Reference # 1864422

Entity Name WEXLER INSURANCE AGENCY, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion \*\*\*ADDITIONAL \$35.00 IS APPROVED IF NEEDED\*\*\*

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: \$60.00

Signature

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• CORPORATE HQ  
COGENCY GLOBAL INC  
10 E 40TH ST, 10TH FL  
NY, NY 10016  
D: +1.212.947.7200  
P: 800.221.0102  
F: 800.944.6607

• EUROPEAN HQ  
COGENCY GLOBAL (UK) LIMITED  
REGISTERED IN THE UK AND AKA FS  
REGISTRY #010712  
6 LLOYDS AVE, UNIT 4C1  
LONDON EC3N 3AY  
+44 (0)20.3961.3080

• ASIA PACIFIC HQ  
COGENCY GLOBAL (HK) LIMITED  
A HONG KONG LIMITED COMPANY  
UNIT B, 11/F, LIPPO LEIGHTON TOWER  
103 LEIGHTON RD, CAUSEWAY BAY  
HONG KONG  
P: +852.2682.9633  
F: +852.2682.9790

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**ARTICLES OF MERGER**

**JM INSURANCE SERVICES, LLC**  
(a Wisconsin limited liability company)

**WITH AND INTO**

**WEXLER INSURANCE AGENCY, INC.**  
(a Florida corporation)

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act and Sections 183.1022 – 183.1024 of the Wisconsin Statutes, the undersigned does hereby adopt, and the surviving corporation delivers for filing, the following Articles of Merger for the purpose of merging JM Insurance Services, LLC, a Wisconsin limited liability company (the "Merging Company"), with and into Wexler Insurance Agency, Inc., a Florida corporation (the "Surviving Corporation").

**First:** The name and jurisdiction of the Surviving Corporation is Wexler Insurance Agency, Inc., a Florida corporation. The Surviving Corporation exists before the merger and is a domestic filing entity.

**Second:** The name and jurisdiction of the Merging Company is JM Insurance Services, LLC, a Wisconsin limited liability company.

**Third:** At the effective time of the merger:

- i. The Merging Company shall merge with and into the Surviving Corporation, and the separate existence of the Merging Company shall cease and the Surviving Corporation shall survive and continue to exist as a corporation incorporated under the laws of the State of Florida;
- ii. The membership interests of the Merging Company shall be canceled and no shares (or rights to acquire shares) of the Surviving Company or other consideration shall be issued in consideration therefor; and
- iii. The Articles of Incorporation of the Surviving Corporation shall be amended in accordance with the Articles of Amendment attached hereto as Exhibit A, changing the name of the Surviving Corporation to **JM INSURANCE AGENCY PARTNERS, INC.**

**Fourth:** The plan of merger was approved by each domestic merging corporation in accordance with 607.1101(1)(b) F.S. and by the organic law governing the other parties to the merger.

**Fifth:** The plan of merger was approved by the sole member of the Merging Company on December 16, 2022.

**Sixth:** The plan of merger was approved by the Board of Directors and the sole shareholder of the Surviving Corporation on December 16, 2022.

**Seventh:**  
January 1, 2023.

The merger will be effective at 12:01 a.m. Eastern Standard Time on

*[Signature page follows]*

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**IN WITNESS WHEREOF**, the undersigned have caused these Articles of Merger to be executed on the 16th day of December, 2022.


**SURVIVING CORPORATION:**

**WEXLER INSURANCE AGENCY, INC.**  
a Florida corporation

By:   
Name: D. Scott Murphy  
Title: President & CEO

**MERGING COMPANY**

**JM INSURANCE SERVICES, LLC**, a  
Wisconsin limited liability company

By:   
Name: Mark Willson  
Title: Secretary

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**EXHIBIT A**

**Articles of Amendment**

*See attached.*

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**ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
WEXLER INSURANCE AGENCY, INC.,  
a Florida corporation**

Pursuant to Sections 607.1001, 607.1003 and 607.1006, *Florida Statutes*, WEXLER INSURANCE AGENCY, INC., a Florida corporation (the "Corporation"), hereby adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is WEXLER INSURANCE AGENCY, INC.
2. The Corporation was incorporated on September 11, 1968, by the filing of Articles of Incorporation with the Florida Secretary of State. It was assigned document number 334855.
3. The amendments adopted by the Corporation is set out in full as follows:
  - a) Article I of the Corporation's Amended and Restated Articles of Incorporation is hereby amended in its entirety to read as follows:

**ARTICLE I – NAME / PRINCIPAL OFFICE**

The name and the initial principal place of business and mailing address of this Corporation shall be:

**JM INSURANCE AGENCY PARTNERS, INC.**

Mailing Address / Principal Office Address:  
1120 Ponce De Leon Boulevard  
Coral Gables, FL 33134

4. The aforesaid Amendment to the Articles of Incorporation of WEXLER INSURANCE AGENCY, INC. was adopted and approved by unanimous written consent of the directors and shareholders of the Corporation on the 16th day of December, 2022.
5. The aforesaid Amendment to the Articles of Incorporation of WEXLER INSURANCE AGENCY, INC. shall become effective at 12:01 a.m. Eastern Standard Time on January 1, 2023.

[Signature page follows]



IN WITNESS WHEREOF, the undersigned Corporation has caused this Articles of Amendment to the Articles of Incorporation to be signed by its duly authorized officer on this 16th day of December, 2022.

**WEXLER INSURANCE AGENCY, INC.,**  
a Florida corporation

By:   
Name: Mark Willson

Title: Secretary

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