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Lupfer-Frakes Insurance

222 Church Street
Kissimmee, FL 34741-5004

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

EFFECTIVE DATE
6-1-01

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

T. LEWIS MAY 17 2001

Examiner's Initials

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

LUPFER-FRAKES OF ST. CLOUD, INC., a Florida entity, F99244.

INTO

LUPFER-FRAKES, INC., a Florida entity, 339527

File date: May 10, 2001, effective June 1, 2001

Corporate Specialist: Thelma Lewis

STATE OF FLORIDA
ARTICLES OF MERGER

of

LUPFER-FRAKES OF ST. CLOUD, INC.
a Florida corporation,

with and into

LUPFER-FRAKES, INC.,
a Florida corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6-1-01

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of merger.

1. The Plan of Merger, dated as of and effective May 5, 2001 (the "Plan of Merger"), by and between **LUPFER-FRAKES, INC.**, a Florida corporation ("LFI") and **LUPFER-FRAKES OF ST. CLOUD, INC.**, a Florida corporation ("LFSC"), a true and correct executed copy of which is attached hereto and made a part hereof as Exhibit A, and the Agreement and Plan of Merger, dated as of and effective May 5, 2001 (the "Merger Agreement"), by and among **LUPFER-FRAKES, INC.**, a Florida corporation and **LUPFER-FRAKES OF ST. CLOUD, INC.**, a Florida corporation, provide that LFI shall merge with and into LFSC, and that LFI shall be the surviving entity on and after the Effective Date of the merger (as defined below).

2. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors and the shareholders of LFI by unanimous written consent on May 5th, 2001.

3. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors and the shareholders of LFSC by unanimous written consent on May 5th, 2001.

4. The merger herein provided for shall take effect the start of business on June 1, 2001 (the "Effective Date").

5. These Articles of Merger may be executed in multiple counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

[Signatures on following page]

Executed as of and effective the 30th day of May, 2001.

LUPFER-FRAKES, INC., a Florida
corporation

X By: Samuel L. Lupfer
Name: SAMUEL L. LUPFER &
Title: PRESIDENT

LUPFER-FRAKES OF ST. CLOUD, Inc., a
Florida corporation

✓ By: Samuel L. Lupfer
Name: SAMUEL L. LUPFER &
Title: PRESIDENT

EXHIBIT A

PLAN OF MERGER

of

**LUPFER-FRAKES OF ST. CLOUD, Inc.,
a Florida corporation,**

with and into

**LUPFER-FRAKES, INC.,
a Florida corporation**

5th **THIS PLAN OF MERGER** (hereinafter called the "Plan") dated as of and effective the day of May, 2001 by and between **LUPFER-FRAKES OF ST. CLOUD, INC.**, a corporation organized and existing under the laws of the State of Florida ("LFSC") and **LUPFER-FRAKES, INC.**, a corporation organized and existing under the laws of the State of Florida ("LFI" or sometimes the "Surviving Corporation").

ARTICLE I

Corporate Existence of the Surviving Corporation

On the "Effective Date" (as defined below) of the merger (the "Merger"), LFSC shall be merged with and into LFI, and LFI shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of LFI shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of LFSC shall be merged with and into LFI and LFI shall be fully vested therewith. The separate existence of LFSC, except insofar as otherwise specifically provided by law, shall cease on the Effective Date of the Merger whereupon LFI and LFSC shall be and become one single corporation.

ARTICLE II

Articles of Incorporation

The Articles of Incorporation of LFI shall without any changes continue as the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

ARTICLE III

Conversion and Exchange of Shares

In respect of the Merger of LFSC into LFI, each share of common stock of LFSC outstanding immediately on the Effective Date of the Merger shall be converted into and shall become _____ (208) shares of common stock of LFI. Each share of common stock of Surviving Corporation issued and outstanding immediately on the Effective Date of the Merger shall continue as outstanding shares of the Surviving Corporation capital stock.

ARTICLE IV
Supplemental Action

If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of LFI, or LFSC, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of LFI, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in LFI, or to otherwise carry out the provisions of this Plan.

ARTICLE V
Effective Date of Merger

The Effective Date of the Merger shall be the start of business on 6/1, 2001.

ARTICLE VI
Counterparts

This Plan of Merger may be executed in multiple counterparts, each of which shall be deemed and original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized as of the day and year first above written.

LUPFER-FRAKES, Inc. a Florida
corporation

X By: Samuel L. Lupfer
Name: SAMUEL L. LUPFER JR
Title: PRESIDENT

LUPFER-FRAKES OF ST. CLOUD, INC., a
Florida corporation

X By: Samuel L. Lupfer
Name: SAMUEL L. LUPFER JR
Title: PRESIDENT