

502959

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

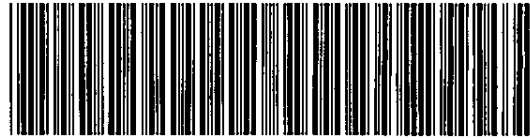
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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TALLAHASSEE, FLORIDA

CRM  
10-30-14



Bankers Insurance Company

Bankers Specialty Insurance Company

First Community Insurance Company

Tuesday, October 14, 2014

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

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TALLAHASSEE, FLORIDA

RE: Articles of Merger

Dear Sir or Madam:

Enclosed please find the following items relevant to Articles of Merger for River Road Real Property Holdings into Bankers Insurance Company.

1. Two (2) sets of the filing documents of Articles of Merger
2. A check in the amount of \$78.75 for the filing fee which includes \$35.00 for the merging entity, River Road Real Property Holdings, and \$35.00 for the surviving entity, Bankers Insurance Company as well as \$8.75 for a certified copy.

Should you have any questions please don't hesitate to contact my office.

Sincerely,

Ian B Barber  
Senior Vice President

PO Box 15707

St. Petersburg, Florida 33733-5707

800-627-0000

727-823-4000

[www.bankersinsurance.com](http://www.bankersinsurance.com)

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Bankers Insurance Company (BIC)  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Ian Barber

Contact Person

Bankers Financial Corporation

Firm/Company

11101 Roosevelt Blvd N.

Address

St. Petersburg, FL 33716

City/State and Zip Code

IBBARBER@Bankersfinancialcorp.com

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

For further information concerning this matter, please call:

Ian Barber

Name of Contact Person

At ( 727 )

823-4000

Area Code & Daytime Telephone Number

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TALLAHASSEE, FLORIDA



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)**

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)
<u>Bankers Insurance Company</u>	<u>Florida</u>	<u>502959</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>River Road Real Property Holdings, Inc.</u>	<u>Florida</u>	<u>P09000081320</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
October 07, 2014 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  
October 07, 2014 and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Bankers Insurance Company  
River Road Real  
Property Holdings, Inc.

Ian B. Barber, Vice President

Ian B. Barber, Vice President

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**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Bankers Insurance Company	Florida

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
River Road Real Property Holdings, Inc.	Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Bankers Insurance Company, the surviving corporation, and River Road Real Property Holdings, Inc. the merged corporation are both subsidiaries of Bankers Insurance Company ("BIC") Since BIC is the sole owner and holder of the 500 shares of the common capital stock, \$1.00 par value of River Road Real Property Holdings, Inc., represented by Certificate Number 03, and there being no other stock of River Road Real Property Holdings, Inc. issued and outstanding, upon the merger, said 500 shares of stock shall be canceled.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

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