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R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: AAA Auto Club South, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Angie @ 222-3533
Contact Person
Pennington, P.A.
Firm/Company

Address

City, State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person at (_____) _____
Area Code and Daytime Telephone Number

Certified Copy (optional) \$8.75

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

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

Please call
When ready
for pick up.
Thank you!!

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14 NOV 18 AM 10:12

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

Articles of Merger
For
Florida Non-Profit Corporation

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with section 617.0302, Florida Statutes.

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

Name	Jurisdiction	Form/Entity Type
Insurance Bureau, Inc.	Florida	corporation

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

Name:	Jurisdiction	Form/Entity Type
AAA Auto Club South, Inc.	Florida	not for profit corporation

Third: The Plan of Merger (attached as Exhibit A) was approved on behalf of Insurance Bureau, Inc. in accordance with the applicable provisions of the Florida Business Corporation Act, as amended, Florida Statutes, Chapter 607, and on behalf of AAA Auto Club South, Inc. in accordance with the applicable provisions of the Florida Not For Profit Corporation Act, as amended, Florida Statutes, Chapter 617.

Fourth: The merger shall be effective on November 30, 2014.

Fourth-Part A Adoption of Merger by Surviving Corporation

There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on February 25, 2014. The number of directors in office was 4. The vote for the plan was as follows: 4 For, 0 Against.

Fourth Part B Adoption of Merger by Merging Corporation

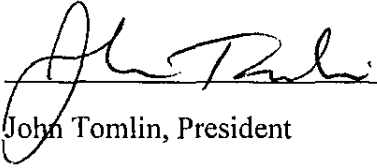
There are no members entitled to vote on the plan of merger. The plan of merger was adopted by the board of directors on May 20, 2014. The number of directors in office was 4. The vote for the plan was as follows: 4 For, 0 Against.

Signatures on Following Page.

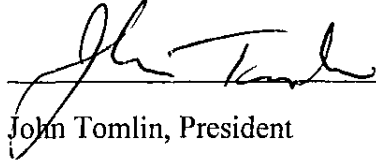
Fifth: Signatures for Each Entity:

Insurance Bureau, Inc.

AAA Auto Club South, Inc.



John Tomlin, President



John Tomlin, President

Insurance Bureau, Inc.
and
AAA Auto Club South, Inc.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Agreement") dated November 30, 2014 is by and between Insurance Bureau, Inc., a corporation organized and existing under the laws of Florida, with its principal office located at 1515 North Westshore Boulevard, Tampa, Florida 33607 and AAA Auto Club South, Inc., a corporation organized and existing under the laws of Florida with its principal office located at 1515 North Westshore Boulevard, Tampa, Florida 33607.

WHEREAS, Insurance Bureau, Inc. is a company organized and existing under the laws of Florida, having been incorporated on June 22, 1951.

WHEREAS, AAA Auto Club South, Inc. is a corporation duly organized and existing under the laws of Florida, having been incorporated on November 29, 1962 as a membership based non-profit corporation.

WHEREAS, the sole shareholder of Insurance Bureau, Inc. is AAA Auto Club South, Inc. AAA Auto Club South, Inc. deems it advisable that Insurance Bureau, Inc. be merged with and into AAA Auto Club South, Inc. (its parent) as the surviving corporation as authorized by the laws of the State of Florida, and pursuant to the terms and conditions set forth in this Agreement. Upon the effective date of this merger, the shares of capital stock of Insurance Bureau, Inc. shall cancel without consideration.

In consideration of the premises, mutual agreements, provisions, covenants, and grants therein contained, the parties hereby agree as follows:

ARTICLE I-MERGER AND NAME OF SURVIVING CORPORATION

At the effective date, as defined in this Agreement, Insurance Bureau, Inc. shall be merged with and into AAA Auto Club South, Inc. ("Surviving Corporation") which shall not be a new corporation but shall continue its corporate existence as a corporation to be governed by the laws of Florida, and which shall continue to be named "AAA Auto Club South, Inc." and shall maintain a registered office in Florida.

ARTICLE II-TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Agreement) as follows:

At the effective date:

1. The Surviving Corporation shall be AAA Auto Club South, Inc.
2. The separate existence of Insurance Bureau, Inc. shall cease.
3. On and after the effective date, the Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of a public, as well as a private nature, of Insurance Bureau, Inc. and be subject to all the restrictions, disabilities and duties of each constituent corporation. All property (real, personal and mixed), all debts due on whatever account, all choses in action and all assets and every other interest of, or belonging to or due to Insurance Bureau, Inc., shall be deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest thereon vested in the Surviving Corporation or Insurance Bureau, Inc. shall not revert or be in any way impaired by reason of this Agreement.
4. All corporate acts, plans, policies, contracts, approvals and authorizations of Insurance Bureau, Inc., and its stockholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the effective date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as they were to Insurance Bureau, Inc.

5. The assets, liabilities, reserves and accounts of each constituent corporation shall be recorded on the books of the Surviving Corporation at the amounts at which they, respectively, shall then be carried on the books of such constituent corporation, subject to such adjustments or eliminations of intercompany items as may be appropriate in giving effect to the merger.

6. The board of directors and the officers of the Surviving Corporation as of the effective date shall remain unchanged; the pre-merger status quo shall remain in effect.

ARTICLE III-CANCELLATION OF SHARES

All Insurance Bureau, Inc. stock shall cancel without consideration on the effective date of the merger.

ARTICLE IV-CERTIFICATE OF INCORPORATION AND BYLAWS

The articles of incorporation and by-laws of AAA Auto Club South, Inc. as existing and constituted immediately prior to the effective date shall, upon the merger becoming effective, be and constitute the articles of incorporation and by-laws of the Surviving Corporation until amended in the manner provided by law.

ARTICLE V-MISCELLANEOUS PROVISIONS

This Agreement shall be submitted to the stockholder/member of Insurance Bureau, Inc. (AAA Auto Club South, Inc.) as provided by the applicable laws of Florida. AAA Auto Club South, Inc. has no stockholder, but its sole Corporate Member is The Auto Club Group. After the approval or adoption of this Agreement by the stockholder in accordance with the requirements of the laws of Florida, all required documents shall be executed, filed and recorded and all required acts shall be done in order to accomplish the merger under the provisions of the applicable statutes of Florida.

This Agreement may be terminated at any time prior to the effective date, whether before or after action on the plan by the stockholders of the constituent corporations, by mutual consent of the constituent corporations, expressed by action of their respective boards of directors.

For the convenience of the parties and to facilitate the filing and recording of this Agreement, any number of counterparts of this Agreement may be executed, and each such counterpart shall be deemed to be an original instrument.

The Surviving Corporation shall pay all the expenses of carrying this Agreement into effect and of accomplishing the merger.

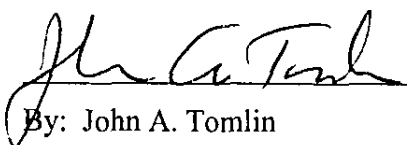
This plan and the legal relations between the parties to this plan shall be governed by and construed in accordance with the laws of Florida.

This plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties to this plan.

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed and attested as of the date first written above.

AAA Auto Club South, Inc.

(Seal)

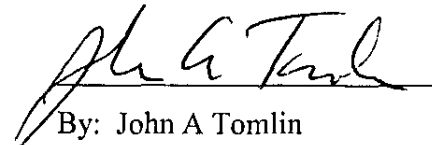


By: John A. Tomlin

Its: President

Insurance Bureau, Inc.

(Seal)



By: John A Tomlin

Its: President

Attest:



Richard T. White, Secretary

Attest:



Richard T. White, Secretary

State of Florida

Department of State

I certify from the records of this office that INSURANCE BUREAU, INC. is a corporation organized under the laws of the State of Florida, filed on June 22, 1951.

The document number of this corporation is 165570.

I further certify that said corporation has paid all fees due this office through December 31, 2014, that its most recent annual report/uniform business report was filed on March 6, 2014, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Fourth day of November, 2014*



Ken Deitzner
Secretary of State

Authentication ID: CU6288478746

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<https://efile.sunbiz.org/certauthver.html>

State of Florida

Department of State

I certify from the records of this office that AAA AUTO CLUB SOUTH, INC. is a corporation organized under the laws of the State of Florida, filed on November 29, 1962.

The document number of this corporation is 704842.

I further certify that said corporation has paid all fees due this office through December 31, 2014, that its most recent annual report/uniform business report was filed on March 6, 2014, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

*Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this
the Twenty-ninth day of October,
2014*



Ken Peterson
Secretary of State

Authentication ID: CU6863335912

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<https://efile.sunbiz.org/certauthver.html>