

804876

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DIVISION OF CORPORATIONS
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EFFECTIVE DATE
12-31-14

Cul.
12-24-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Combined Insurance Company of America
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Rebecca L. Collins

Contact Person

Combined Insurance Company of America

Firm/Company

111 E. Wacker Drive, 6th Floor

Address

Chicago, IL 60601

City/State and Zip Code

Rebecca.Collins@Combined.com

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

For further information concerning this matter, please call:

Rebecca L. Collins

Name of Contact Person

At (312)

351-8373

Area Code & Daytime Telephone Number



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)

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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>EFFECTIVE DATE</u>
Combined Insurance Company of America	Illinois	804876	12-31-14

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
P93000077471 Employee Benefits Communications, Inc.	Florida	

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 12 / 31 / 2014 (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

November 20, 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 November 20, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

_____ 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

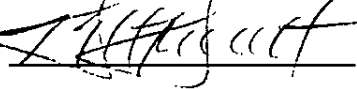
Typed or Printed Name of Individual & Title

Combined Insurance Company of Ala



Rebecca L. Collins, Vice President and Secretary

Employee Benefits Communications



Brad M. Bennett, President

PLAN OF MERGER

(Non Subsidiaries)

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The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Third: The terms and conditions of the merger are as follows:

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

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
NONE

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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

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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:

Name

Jurisdiction

Combined Insurance Company of America

Illinois

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

Name

Jurisdiction

Employee Benefits Communications, 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:

Please see attached Plan of Merger.

(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:

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:

PLAN OF MERGER
EMPLOYEE BENEFITS COMMUNICATIONS, INC. and
COMBINED INSURANCE COMPANY OF AMERICA

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1. The Merger. At the Effective Time (defined in Section 7), subject to and upon the terms and conditions of this Plan of Merger, Employee Benefits Communications, Inc. shall be merged with and into Combined Insurance Company of America, a corporation organized and existing under the laws of the State of Illinois, the separate corporate existence of Employee Benefits Communications, Inc. shall cease and Combined Insurance Company of America shall continue as the surviving company (the "Merger"). Combined Insurance Company of America, as the surviving company after the Merger, is sometimes hereinafter referred to as the "Surviving Corporation."

2. Effect of the Merger. The Merger shall have the effects set forth in Section 607.11101 of the Florida Business Organizations Statutes and Section 5/11.50 of the Illinois Business Corporation Act of 1983 ("IBCA"). Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Employee Benefits Communications, Inc. shall vest in the Surviving Corporation, and all debts, liabilities and duties of Employee Benefits Communications, Inc. shall become the debts, liabilities and duties of the Surviving Corporation.

3. Certificate of Incorporation; By-Laws.

3.1 The name of the Surviving Corporation shall continue to be "Combined Insurance Company of America." The Certificate of Incorporation of Combined Insurance Company of America as in effect immediately before the Effective Time shall be the Certificate of Incorporation of the Surviving Corporation until thereafter altered or amended.

3.2 The By-laws of Combined Insurance Company of America as in effect immediately before the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter altered or amended.

4. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any further action on the part of Combined Insurance Company of America or Employee Benefits Communications, Inc.:

4.1 Each share of common stock, par value \$1.00 per share, of Employee Benefits Communications, Inc. issued and outstanding immediately before the Effective Time shall be canceled and extinguished; and

4.2 Each share of common stock, par value \$1.00 per share, of Combined Insurance Company of America issued and outstanding immediately before the Effective Time shall remain issued and outstanding and be unaffected by the Merger; and

5. Adoption of this Plan of Merger. Employee Benefits Communications, Inc. is a wholly-owned direct subsidiary of Combined Insurance Company of America. This Plan of Merger shall be adopted upon its approval by resolution of the Board of

Directors of Combined Insurance Company of America pursuant to Section 607.11101 of the Florida Business Organizations Statutes and Section 5/11.30 of the IBCA.

6. Post-Adoption Amendment or Termination of this Plan of Merger. At any time (i) after this Plan of Merger shall have been approved and adopted by resolution of the Board of Directors of Combined Insurance Company of America and (ii) before the Effective Time, this Plan of Merger may be amended, or this Plan of Merger may be terminated and abandoned, by resolution adopted by the Board of Directors of Combined Insurance Company of America

7. Effective Date of the Merger. The Merger shall be effective on December 31, 2014 (the "Effective Time").

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