

851243

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

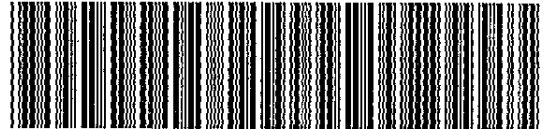
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200063498702

01/20/06--01031--002 **/8.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 20 PM 4:23

Merger
01/26/06
DC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Guarantee Title and Trust Company
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Curtis D. Britt, General Counsel
(Contact Person)

The Guarantee Title and Trust Company
(Firm/Company)

8230 Montgomery Road, Ste. #201
(Address)

Cincinnati, OH 45236
(City/State and Zip Code)

For further information concerning this matter, please call:

Curtis D. Britt
(Name of Contact Person)

At (513) 794-4020
(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)

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)
The Guarantee Title and Trust Company	Ohio	851243

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Century Title and Abstract, Inc.	Florida	J99263
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 August 03, 2005 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

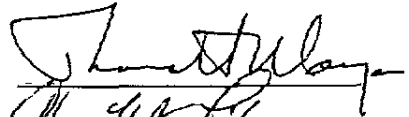

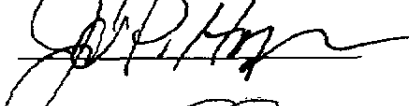

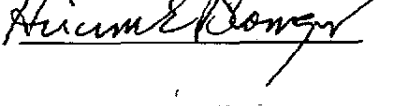
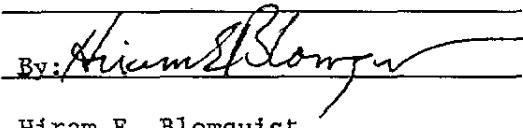
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 03, 2005

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
06 JAN 20 PM 4:23

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
The Guarantee Title and Trust Company		Thomas H. Mongan
		Christopher M. Likens
		Jon P. Hogan
		William C. Cook
		Hiram E. Blomquist
Century Title and Abstract, Inc.		The Guarantee Title and Trust Co. ^{mo} (sole shareholder)
		By: 
		Hiram E. Blomquist its President

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:

Name

Jurisdiction

The Guarantee Title and Trust Company

Ohio

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Century Title and Abstract, 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:

Currently, 100% of the outstanding shares of Century Title and Abstract are held by the parent company, The Guarantee Title and Trust Company. All outstanding shares of the merging corporation will be surrendered and retired in exchange for the transfer of all assets of the merging company to the surviving parent corporation.

(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:

Not Applicable

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:


Surviving company shall, with the approval of the Secretary of State, continue the operations of the merging corporation under the fictitious name "Century Title and Abstract".

THE
GUARANTEE
TITLE & TRUST
COMPANY
CHARTERED 1899

**MERGER OF THE GUARANTEE TITLE AND TRUST COMPANY AND
CENTURY TITLE AND ABSTRACT, INC.**

WAIVER OF SHAREHOLDER NOTICE

The Guarantee Title and Trust Company, as the sole shareholder of all stock of Century Title and Abstract, Inc., hereby waives the shareholder notice requirement prescribed in Florida Statute § 607.1104(3), and specifically authorizes the immediate delivery of the Articles of Merger to the Florida Department of State.



The Guarantee Title and Trust Company,
Hiram E. Blomquist, its President

State of Ohio) ss:
County of Hamilton)

On this 10th day of November, 2005, Hiram E. Blomquist, President of The Guarantee Title and Trust Company, personally appeared before me, a Notary Public in and for the State of Ohio, and acknowledged his signature hereon and that said execution as their free act and deed within his stated capacity as President of The Guarantee Title and Trust Company.



Notary Public



CURTIS DONALD BRITT
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration Date
Section 147.03 R.C.