

# F03 000006404

Florida Department of State  
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**To:**

Division of Corporations  
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**From:**

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
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## MERGER OR SHARE EXCHANGE

stoneriver national flood services, inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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2010 MAR 29 AM 8:00

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TALLAHASSEE, FLORIDA

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*merged  
3/31/10*

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10 MAR 29 AM 9:00  
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eff  
3/31

## 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>StoneRiver National Flood Services, Inc.</u>	<u>Delaware</u>	<u>N/A</u>
	<u>Qualified in Florida</u>	<u>F03000006404</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Insurance Management Solutions Group, Inc.</u>	<u>Florida</u>	<u>P96000103608</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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**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** 3 / 31 / 2010 (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.)  
 at 11:59 pm Central Time

**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  
March 26, 2010 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  
March 26, 2010 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Name of Corporation**

Typed or Printed Name of Individual & Title

Julia A. Jensen  
Julia A. Jensen

**Julia A. Jensen, Secretary**

**Julia A. Jensen, Secretary**

PLAN OF MERGER  
OF  
INSURANCE MANAGEMENT SOLUTIONS GROUP, INC.  
WITH AND INTO  
STONERIVER NATIONAL FLOOD SERVICES, INC.

1. The names of the corporations proposing to merge are StoneRiver National Flood Services, Inc., a Delaware corporation, hereinafter referred to as "NFS" or the "Surviving Corporation" and Insurance Management Solutions Group, Inc., a Florida corporation, hereinafter referred to as "IMSG." All of the issued and outstanding shares of stock of NFS and all of the issued and outstanding shares of stock of IMSG are owned by StoneRiver, Inc., a Delaware corporation hereinafter referred to as the "Parent."

2. IMSG shall merge with and into NFS and the Surviving Corporation shall exist by virtue and under the laws of the State of Delaware. The corporate identity, existence, purpose, powers, franchises, rights and immunities of IMSG shall continue unaffected and unimpaired by the merger, and the corporate identity, existence, purpose, powers, franchises, rights and immunities of IMSG shall be merged with and into the Surviving Corporation, and the Surviving Corporation shall be fully vested therewith. The separate existence of IMSG, except insofar as it may be continued by reason of the Delaware in Statutes, shall cease upon this Plan of Merger becoming effective and thereupon IMSG and the Surviving Corporation shall become a single corporation.

3. The Certificate of Incorporation of NFS on the Effective Date (as hereinafter defined) of the merger shall be and remain the Certificate of Incorporation of the Surviving Corporation.

4. On the Effective Date of the merger, all of the issued and outstanding common stock of IMMSG shall be deemed to be cancelled without further consideration. No shares of stock or other consideration of the Surviving Corporation or the Parent shall be issued in connection with this merger.

5. The By-Laws of NFS as they exist on the Effective Date of the merger shall be and remain the By-Laws of the Surviving Corporation until altered, amended or repealed as provided therein.

6. The Board of Directors of NFS prior to the merger shall, upon the Effective Date of the merger, be and remain the Board of Directors of the Surviving Corporation, and they shall hold office until the next annual meeting of the Shareholder of the Surviving Corporation and/or until their successors are duly elected and qualified.

7. The officers of NFS prior to the date of merger shall, upon the Effective Date of the merger, be and remain the officers of the Surviving Corporation, and they shall hold office until their respective successors are duly elected and qualified.

8. The first annual meeting of the Shareholder of the Surviving Corporation held after the Effective Date of the merger shall be the annual meeting provided by the By-Laws of NFS. The first regular meeting of the Board of Directors of the Surviving Corporation held after the Effective Date of the merger shall be convened in a manner provided in the By-Laws of NFS and may be held at the time and place specified in the notice of meeting.

9. This Plan of Merger shall become effective on March 31, 2010 at 11:59 p.m., Central Time, herein sometimes referred to as "Effective Date." On such Effective Date, the separate existence of IMMSG shall cease and it shall be merged with and into NFS in accordance with the provisions of this Plan of Merger.

10. Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Boards of Directors of the Parent, IMMSG or NFS at any time prior to the filing of the Certificate of Ownership with the Delaware Secretary of State and the filing of the Articles of Merger with the Florida Department of State, if the Boards of Directors of the Parent, IMMSG or NFS should decide that it would not be in the best interest of the Surviving Corporation. The Boards of Directors of the Parent, IMMSG and NFS have determined that the merger would permit the Surviving Corporation to realize operating economies and increased growth potential as well as other administrative and management efficiencies benefiting each corporation and its shareholder.

11. Pending the completion of the merger, no dividend shall be paid or other distributions made to the holder of the common stock of IMMSG or NFS.

12. On the Effective Date, the Surviving Corporation shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and Surviving Corporation shall be subject to all the restrictions, disabilities and duties of IMMSG, and all property, real, personal and mixed, and all debts due to IMMSG on whatever account, including stock subscriptions to shares as well as other choices in actions shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Corporation as they were of IMMSG.

13. If applicable, the shareholder 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 the shareholder complies with the provisions of Chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of its shares.

14. This merger shall constitute a reorganization under Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the Delaware and Florida Statutes.