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(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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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

① Gave ok to add share info on merger

② correct name of merging corp.

merger

sf

20th Anniversary 1986-2006 **Kimbrell Insurance Group**

August 3, 2006

Florida Dept. of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Fl 32314

Re: Kimbrell Company and Kimbrell Company/Florida

Please find enclosed the documentation to merge the Kimbrell Company Florida into the Kimbrell Company based in SC. When this is complete, please forward remaining documents to Justin Shivers to complete the authorization to transact business in Florida by a foreign entity.

Please let me know if you have any questions, my direct line is 843-357-7121.

Sincerely,

Pamela A. Wheeler
Vice President and
Manager of Accounting

1300 Indian Wells Court, Murrells Inlet, SC 29576
www.KimbrellCompany.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: The Kimbrell Company, Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Pam Wheeler
(Contact Person)

The Kimbrell Company Inc.
(Firm/Company)

1300 Indian Wells Court
(Address)

Murrells Inlet SC 29576
(City/State and Zip Code)

For further information concerning this matter, please call:

Pam Wheeler At (843) 357-7121
(Name of Contact Person) (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:

Name	Jurisdiction	Document Number (If known/ applicable)
The Kimbrell Company, Inc.	SC	

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

Name	Jurisdiction	Document Number (If known/ applicable)
The Kimbrell Company, Inc./Florida	FL	
Preferred Markets Incorporated of Florida	FL	

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TALLAHASSEE, 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 ____/____/____ (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 3/20/06 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 3/20/06 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
The Kimball Company, Inc.		Pamela A. Wheeler VP
The Kimball Company Inc / Florida		Pamela A Wheeler VP
Preferred Markets Inc / Florida		Pamela A Wheeler VP

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 Kimbrell Company, INC.	SC

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

Name	Jurisdiction
The Kimbrell Company, Inc / Florida	FL
Preferred Markets Incorporated / Florida	FL

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:

Subsidiary corporations hold no shares.

(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: