

F060000055 10

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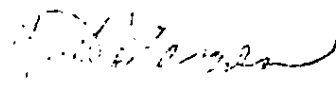
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\*02250, 07015, 00671

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 274981 4340722

AUTHORIZATION : 

COST LIMIT : \$ 70.00

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ORDER DATE : January 18, 2024

ORDER TIME : 2:46 PM

ORDER NO. : 274981-005

CUSTOMER NO: 4340722  
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ARTICLES OF MERGER

NATIONAL INSURANCE AGENCY,  
INC.

INTO

TRACKSURE INSURANCE AGENCY,  
INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 19, 2024

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: TRACKSURE INSURANCE AGENCY, INC.  
Ref. Number: F06000005510

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for TRACKSURE INSURANCE AGENCY, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
OPS

Letter Number: 624A00001167

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2024 JAN 23 AM 11:23

TALLAHASSEE, FL 32301

FILED

2024 JAN 18 AM 8:59

**ARTICLES OF MERGER**  
**OF**  
**NATIONAL INSURANCE AGENCY, INC.**  
(A Florida corporation)  
**WITH AND INTO**  
**TRACKSURE INSURANCE AGENCY, INC.**  
(a California corporation)

Pursuant to Section 607.1105  
of the Florida Business Corporation Act  
and  
Section 1108  
of the California General Corporation Law

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "FBCA") and Section 1108 of the California General Corporation Law (the "CGCL"), these Articles of Merger provide as follows:

**ARTICLE I**  
**Name and Jurisdiction of the Surviving Corporation**

The name and state of incorporation of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Tracksure Insurance Agency, Inc.	California	1652051

**ARTICLE II**  
**Name and Jurisdiction of the Merging Corporation**

The name and state of incorporation of the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
National Insurance Agency, Inc.	Florida	387043

**ARTICLE III**  
**Plan of Merger**

The Agreement and Plan of Merger providing for the merger of National Insurance Agency, Inc. ("Subsidiary") with and into Tracksure Insurance Agency, Inc. ("Parent"), pursuant to Sections 607.1101,

607.1103, and 607.1105 of the FBCA and Section 1108 of the CGCL, is attached hereto as Exhibit A (the "Agreement and Plan of Merger").

As set forth in the Agreement and Plan of Merger, Parent owns 100 percent of the outstanding shares of common stock of Subsidiary prior to the merger, consisting of Ten Thousand (10,000) shares of One and no/100 (\$1.00) Dollar par value per share.

As set forth in Section 1.4 of the Agreement and Plan of Merger, the Articles of Incorporation and Bylaws of Parent shall be the Articles of Incorporation and Bylaws of the surviving corporation.

Article 2 of the Agreement and Plan of Merger sets forth the manner and basis of cancelling the shares of Subsidiary, and no additional shares will be issued to Parent upon the surrender of certificates therefor.

Pursuant to Section 1108 of the CGCL, Parent, as the sole shareholder of Subsidiary and by executing a unanimous written consent approving the merger, has waived its right to dissent from and obtain payment for its shares of Subsidiary as a result of the merger. Notwithstanding the foregoing, in compliance with Section 1108 of the CGCL, Parent, as the surviving corporation to the merger, hereby agrees: (a) that it may be served with process in California in any proceeding for the enforcement of any obligation of Subsidiary and in any proceeding for the enforcement of the rights of a dissenting shareholder of Subsidiary against parent; (b) that the California Secretary of State is irrevocably appointed as its agent to accept service of process in any such proceeding; and (c) that it will promptly pay to the dissenting shareholders of Subsidiary the amount, if any, to which they shall be entitled under the provisions of the CBCL with respect to the rights of dissenting shareholders.

#### **ARTICLE IV**

##### **Effective Date of the Merger**

The merger shall become effective on the later of (i) the date the Articles of Merger are filed with and accepted by the California Secretary of State, and (ii) the date the Articles of Merger are filed with and accepted by the Florida Secretary of State.

#### **ARTICLE V**

##### **Adoption of the Merger by the Surviving Corporation**

The Board of Directors and sole shareholder of Parent, reviewed, considered, and on January 12, 2024, pursuant to a unanimous written consent of the Board of Directors and its sole shareholder duly adopted the Agreement and Plan of Merger in accordance with Sections 1108 of the CGCL.

#### **ARTICLE VI**

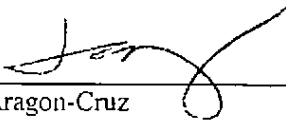
##### **Adoption of the Merger by the Merging Corporation**

The Board of Directors of Subsidiary, reviewed, considered, and on January 12, 2024, pursuant to a unanimous written consent of the Board of Directors and its sole shareholder duly adopted the Agreement and Plan of Merger in accordance with Sections 607.0821 (I) and 607.0704(I) of the FBCA.

- - - [Signatures on Next Page] - - -


IN WITNESS WHEREOF, the undersigned duly authorized officers of the constituent corporations have caused these Articles of Merger to be executed this 11<sup>th</sup> day of January 2024.

**TRACKSURE INSURANCE AGENCY, INC.**

By   
Jeannie Aragon-Cruz  
Secretary

**NATIONAL INSURANCE AGENCY, INC.**

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By   
Rosario Rivera-Colon  
Assistant Secretary