

F0700003116Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
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Phone : (850) 222-1092
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**MERGER OR SHARE EXCHANGE
CS MARKETING RESOURCES, INC**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

RECEIVED

10 DEC -1 AM 8:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 DEC -1 PM 4:41

APPROVED
AND
FILEDMerger
12/1/10
TL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CC Services, 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:

Joshua R. Johnson
Contact Person

Office of the General Counsel
Firm/Company

1701 Towanda Ave.
Address

Bloomington, IL 61701
City/State and Zip Code

peter.borowski@countryfinancial.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joshua R. Johnson
Name of Contact Person

At (309)

557-2182

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>CC Services, Inc.</u>	<u>Illinois</u>	<u>F07000003116</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CS Marketing Resources, Inc.</u>	<u>Florida</u>	<u>M32364</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 /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.)

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 April 21 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 April 27, 2010.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

CC Services, Inc.



David A. Magers, Exec. V.P. & C.F.O.

CS Marketing Resources, Inc.



David A. Magers, Exec. V.P. & C.F.O.

PLAN OF MERGER
CS MARKETING RESOURCES, INC.
and
CC SERVICES, INC.

This Plan of Merger ("Plan") sets forth the terms and conditions under which CS Marketing Resources, Inc., a Florida corporation, will merge with and into CC Services, Inc., an Illinois corporation (together, the "Merging Corporations").

A

CS Marketing Resources, Inc., hereinafter sometimes referred to as "CSMR", which has accepted the benefits of and the provisions of and is operating under the Florida Business Corporation Act (the "Florida BCA"), shall be merged with and into CC Services, Inc., hereinafter sometimes referred to as "CCSI", which has accepted the benefits of and the provisions of and is operating under the Illinois Business Corporation Act of 1983 (the "Illinois BCA") and which shall be the surviving corporation. CCSI shall be governed by the Laws of Illinois, including the Illinois BCA.

B

The terms and conditions of the proposed merger and the mode of carrying the same into effect are as follows:

1. On the Effective Date of said merger, the Merging Corporations shall become a single corporation, which shall be known as CC Services, Inc. The separate existence of CSMR shall cease, but the existence of CCSI shall continue and be known as CC Services, Inc.
2. The officers and directors of CCSI in office on the Effective Date shall continue in office under the Articles of Incorporation and Bylaws of CCSI as the surviving corporation.
3. On the Effective Date of said merger, CCSI shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature, of CSMR, and shall be subject to all of the restrictions, disabilities, and duties of CSMR. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of or belonging to or due CSMR, shall be deemed to be transferred to and vested in CCSI without further act or deed, and the title to

any property or any interest in the same, vested in CSMR shall not revert or be in any way impaired by reason of the merger.

4. On the Effective Date of said merger, CCSI shall be responsible and liable for all of the liabilities and obligations of CSMR.

5. This Plan of Merger shall be binding upon CSMR and CCSI only when the merger is approved by a majority of their respective Boards of Directors; and Cotton States Life Insurance Company, as sole holder of outstanding common stock of CSMR. No other shareholders of the Merging Corporations exist who are entitled to vote for or dissent from the merger.

6. This Plan of Merger is intended to qualify under and be in accordance with the Florida BCA and the Illinois BCA regarding mergers.

7. The Board of Directors of CSMR and CCSI and, subject to the respective Boards of Directors, the officers of CSMR and CCSI, shall have authority to do or authorize any and all acts and things as provided for in the Plan, and any and all such further acts and things as they may consider desirable to carry out the purposes of the Plan, including the preparations, execution, and filing of all such certificates, documents, forms or other papers that may be necessary or appropriate to implement the Plan. The Boards of Directors of CSMR and CCSI shall have authority to authorize such variations from or amendments to the provisions of the Plan as may be necessary or appropriate to effect the merger between CSMR and CCSI in accordance with the law. The death, resignation, or other disability of a director or officer of either corporation shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan. The failure to fill any vacancy shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan.

8. Prior to the filing of the Articles of Merger by the Illinois and Florida secretaries of state, the respective Boards of Directors of CSMR and CCSI may elect to abandon the merger, in which event the Articles of Merger shall not be filed and the Plan of Merger shall not be effective.

C

The manner and basis of converting the shares of each of the Merging Corporations is as follows:

1. The number of shares which CSMR has authority to issue and the number of shares which are issued and outstanding are as follows:

<u>Class</u>	<u>Number of Shares Authorized</u>	<u>Number of Shares Outstanding</u>	<u>Par Value Per Share</u>
Common Stock	100	20	\$5.00

2. On the Effective Date, the presently issued and outstanding stock of CSMR shall be cancelled and converted into cash on the basis of the book value of CSMR as of the Effective Date. The cash payment will be payable within 60 days to Cotton States Life Insurance Company, which currently holds 100% of the outstanding common stock for CSMR.

3. On the Effective Date, the presently issued and outstanding stock of CCSI shall continue as the same stock of the surviving corporation.

D

The Bylaws of CCSI will not be amended in connection with the merger and will continue to be its bylaws on the Effective Date.


E

The Articles of Incorporation of CCSI will not be amended in connection with the merger and will continue to be its Articles of Incorporation on the Effective Date.

F

This Plan of Merger shall be effective on December 31, 2010 (said date referred to as "Effective Date" herein). Upon this merger becoming effective, shares in CSMR shall cease to exist. The holders of such shares now issued shall thereupon cease to be holders of such shares, whether or not certificates or notices representing shares of CSMR are then issued and delivered.

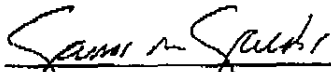
For CS MARKETING RESOURCES, INC.



David A. Magers
Executive Vice President &
Chief Financial Officer

Date: November 30, 2010

Attest:



James M. Jacobs, Secretary

Date: November 30, 2010

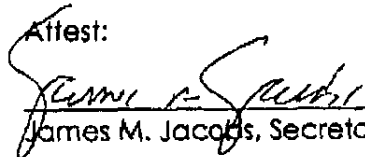
For CC SERVICES, INC.



David A. Magers
Executive Vice President &
Chief Financial Officer

Date: November 30, 2010

Attest:



James M. Jacobs, Secretary

Date: November 30, 2010