

F070000003116

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
Fax Number : (850) 617-6300

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

ATTN:
Annette
Ramsey

2010 DEC 13 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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Thanks!

RE-SUBMIT

COR AMND/RESTATE/CORRECT OR O/D RESIGN
CC SERVICES OF FLORIDA, INC.

Please retain original filing
date of submission 12/13

Certificate of Status	
Certified Copy	
Page Count	08
Estimated Charge	\$43.75

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Corporate Filing Menu

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12/16/10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CC Services of Illinois, Inc.

Name of Corporation

DOCUMENT NUMBER: F07000003116

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

Please return all correspondence concerning this matter to the following:

Joshua R. Johnson

Name of 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

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☒ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



December 16, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CS MARKETING RESOURCES, INC.
244 PERIMETER CENTER PARKWAY, N.E.
ATLANTA, GA 30346

SUBJECT: CS MARKETING RESOURCES, INC.
REF: M32364

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

We can not file articles of correction for a corporation that has merged out of existence. You may file the articles of correction for the surviving corporation CC Services of Illinois, Inc. (F07000003116). Please generate a new cover letter with the name CC Services of Illinois and abandon this cover letter. Please note the last paragraph that states "correct the inaccuracy" that it states the revised plan of merger is attached. Please attach the revised plan of merger or remove the statement that says it is attached.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

FAX Aud. #: H10000270056
Letter Number: 110A00029168

James M. Jacobs, General Counsel & Secretary
Kathy Smith Whitman, Deputy General Counsel
Jerry W. Quick, Senior Counsel

Office of the General Counsel

December 9, 2010

Florida Secretary of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Andrew S. Bander
Brian G. Cahill
Virginia L. Evans
Ryan D. Gammelgard
Colin M. Haley
Samuel A. Hans
Laura A. Harmon
Joy L. Henderson
Joshua R. Johnson
Kristen L. Kroger
Jung S. Lee
John R. Novack
Ryan M. Olson
Shannon K. Owen
Jesse P. Padilla
Linda B. Potts
Wendy H. Schaffer
Barbara O. Taft
Jennifer L. Vance
A.J. Zimmerman

Re: Articles of Merger for CS Marketing Resources, Inc.

To Whom It May Concern:

Attached please find an amendment to the merger filing for the transaction previously approved by your office (see Exhibit A). This amendment is in response to an objection raised by the Illinois Secretary of State, requiring the Plan of Merger to specifically state who will be making payment under this transaction. As noted in the revised Plan of Merger (also attached), CC Services, Inc. will be the party making the payment to Cotton States Life Insurance Company as part of this transaction.

Please let us know if you have any questions.

Very truly yours,

OFFICE OF THE GENERAL COUNSEL



Joshua R. Johnson

JRJ/jmb

attachment

ILLINOIS AGRICULTURAL ASSOCIATION* and AFFILIATED COMPANIES
1701 Towanda Avenue/P. O. Box 2901/Bloomington, Illinois 61702-2901
Telephone: 309/557-2542 • To call writer direct: 309/557-2182
Internet E-Mail: jjohnson@illfb.org
Fax: 309/557-2612

Agricultural Support Association • CC Services, Inc. • Cotton States Life Insurance CompanySM • CS Marketing Resources[®], Inc. • Cotton States Mutual Insurance CompanySM • COUNTRYSM Capital Management Company • COUNTRY Casualty Insurance Company[®] • COUNTRY Investors Life Assurance Company[®] • COUNTRY Life Insurance Company[®] • COUNTRY[®] Mutual Funds Trust • COUNTRY Mutual Insurance Company[®] • COUNTRY Preferred Insurance Company[®] • COUNTRY Trust Bank[®] • East Side Jersey Dairy, Inc. • Holyoke Mutual Insurance Company in Salem • Holyoke of Salem Insurance Agency, Inc. • IAA Credit UnionSM • IAA Foundation • Ice Cream Specialties, Inc. • Illinois Agricultural Auditing Association • Illinois Agricultural Holding Co. • Illinois Agricultural Service Company • Middlesex Mutual Assurance Company • Midfield Corporation • Modern Service Insurance Company • MSI Preferred Insurance Company • PPD Supply Corporation • Prairie Farms Dairy, Inc. • Shield Insurance Company

FILED

ARTICLES OF CORRECTION

2010 DEC 13 PM 5:00

for

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CC Services of Illinois, Inc.

Name of Corporation as currently filed with the Florida Dept. of State

F07000003116

Document Number (if known)

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation files these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct Articles of Merger

(Document Type Being Corrected)

filed with the Department of State on December 1, 2010


(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

This correction is in response to an objection raised by the Illinois Secretary of State,
requiring the Plan of Merger to specifically state who will be making the payment
under this transaction.

Correct the inaccuracy, incorrect statement, or defect:

As noted in the revised Plan of Merger (attached), CC Services, Inc. will be the party
making the payment to Cotton States Life Insurance Company as part of this transaction
(see section C, paragraph 2 of the revised Plan of Merger). The Illinois
Secretary of State has approved the revised Plan of Merger.


(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

David A. Magers
(Typed or printed name of person signing)

CFO
(Title of person signing)

Filing Fee: \$35.00

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 by CC Services, Inc. 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.

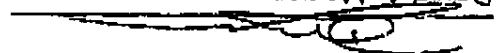
E

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.

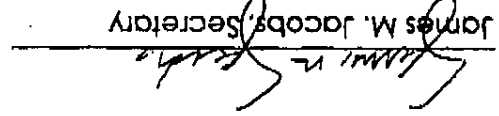
F

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.

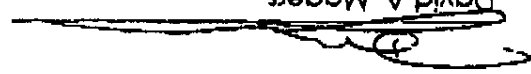
For CS MARKETING RESOURCES, INC.


David A. Magers
Executive Vice President &
Chief Financial Officer

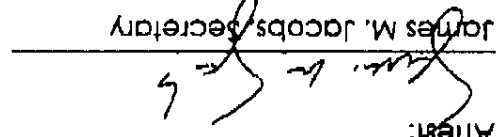
Attest:


James M. Jacobs, Secretary

For CC SERVICES, INC.


David A. Magers
Executive Vice President &
Chief Financial Officer

Attest:


James M. Jacobs, Secretary

Date: 12-8-10

Date: 12-8-10

Date: 12-8-10

Date: 12-8-10