F07000006096



# Florida Department of State
## Division of Corporations
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## MERGER OR SHARE EXCHANGE
### Crump Life Insurance Services, Inc.

| | |
|---|---|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 01 |
| Estimated Charge | $70.00 |

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EFFECTIVE DATE 12-31-09

Merger



V Roberts DEC 10 2009

## COVER LETTER

**TO:** Amendment Section
Division of Corporations

**SUBJECT:** Crump Life Insurance 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:

Matthew Burke
Contact Person

Crump Group, Inc.
Firm/Company

199 Water Street, 28th Floor
Address

New York, NY 10038
City/State and Zip Code

jessica.vaillancourt@crumpins.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ellen R. Dunkin At ( 212 ) 232-5504
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

12-21-09

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# 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) |
|---|---|---|
| Crump Life Insurance Services, Inc. | PA | F07000006096 |

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

| Name | Jurisdiction | Document Number (If known/ applicable) |
|---|---|---|
| Life Brokerage Corp. | FL | P97000030530 |
| | | |
| | | |
| | | |
| | | |

**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 / 2009 (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 December, 8 2009.

The Plan of Merger was adopted by the board of directors of the surviving corporation on ____________ 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 December, 8 2009.

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 |
| --- | --- | --- |
| Crump Life Insurance Services, Inc. | | Andrew P. Forstenzer |
| Life Brokerage Corp. | | Andrew P. Forstenzer |

# 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 |
|---|---|
| Crump Life Insurance Services, Inc. | PA |

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

| Name | Jurisdiction |
|---|---|
| Life Brokerage Corp | 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:

See attached Agreement and Plan of Merger

*(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:

See attached Agreement and Plan of Merger

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:

See attached Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER**

**Of**

**FIRST NORTHERN FINANCIAL RESOURCES, INC.**
**(a *Minnesota Corporation*)**

**And**

**SELECT INSURANCE MARKETING CORP.**
**(a Washington corporation)**

**And**

**LIFE BROKERAGE CORP.**
**(a Florida corporation)**

**With and into**

**CRUMP LIFE INSURANCE SERVICES, INC.**
**(a Pennsylvania corporation)**

**THIS AGREEMENT AND PLAN OF MERGER** (this "**Agreement**") is entered into on the 9 day of December, 2009, by and between Crump Life Insurance Services, Inc., a Pennsylvania corporation ("**CLIS**" and the "**Surviving Corporation**"), First Northern Financial Resources, Inc., a Minnesota corporation ("**FNFR**"), Select Insurance Marketing Corp., a Washington corporation ("**SIM**"), Life Brokerage Corp., a Florida corporation ("**LB**", together with FNFR, and SIM, the "**Terminating Corporations**")

**WHEREAS**, FNFR, a Minnesota corporation, is to be a terminating corporation in the merger provided for herein; and

**WHEREAS**, SIM, a Washington corporation, is to be a terminating corporation in the merger provided for herein; and

**WHEREAS**, LB, a Florida corporation, is to be a terminating corporation in the merger provided for herein; and

**WHEREAS**, CLIS, a Pennsylvania corporation, is to be the surviving entity in the merger provided for herein; and

**WHEREAS**, the Minnesota Business Corporation Act (the "**MBCA**"), the Washington Business Corporation Act (the "**WBCA**"), the Florida Business Organization Code (the "**FBOC**"), and the Pennsylvania Business Corporation Law of 1988 (the

"PBCL") each permit the merger of the Terminating Corporations with and into the Surviving Corporation.

**WHEREAS**, the Board of Directors and sole stockholder of FNFR have consented to, authorized, approved and adopted this Agreement and the merger of FNFR with and into CLIS upon the terms and conditions hereinafter set forth; and

**WHEREAS**, the Board of Directors and sole stockholders of SIM have consented to, authorized, approved and adopted this Agreement and the merger of SIM with and into CLIS upon the terms and conditions hereinafter set forth; and

**WHEREAS**, the Board of Directors and sole stockholder of LB have consented to, authorized, approved and adopted this Agreement and merger of LB with and into CLIS upon the terms and conditions hereinafter set forth; and

**WHEREAS**, the Board of Directors and sole stockholder of CLIS have authorized, approved and adopted this agreement and the merger of FNFR, SIM, LB, and LEBIS with and into CLIS upon the terms and conditions hereinafter set forth; and

**NOW, THEREFORE,** in consideration of the premises and the mutual agreement of the parties hereto:

1. The Terminating Corporations shall be merged with and into the Surviving Corporation, pursuant to the provisions of the MBCA, WBCA, FBOC, NCGS and the PBCL, respective to the jurisdiction of each corporation (the "Merger").

2. Upon the effective date of the Merger, the separate existence of the Terminating Corporations shall cease pursuant to the provisions of the MBCA, WBCA, FBOC, and the PBCL, and CLIS shall continue its existence as the surviving corporation pursuant to the provisions of the PBCL.

3. The Certificate of Incorporation and the bylaws of CLIS, each as in effect on and on the effective date of the Merger, shall continue to be the Certificate of Incorporation and the bylaws of CLIS as the surviving corporation in the Merger, and shall remain in full force until duly amended or modified in the manner provided therein and in the PBCL. Neither the Certificate of Incorporation nor the bylaws of CLIS are or shall be amended in any respect by this Agreement.

4. The directors and the officer of CLIS in office on the effective date of the Merger, if any, shall continue to be the directors and officers of CLIS as the surviving corporation in the Merger and shall continue to serve and hold their respective directorships and offices until the election of their successors or until their tenure has ended in accordance with the bylaws of CLIS as the surviving corporation.

5. When the Merger takes effect: (i) the outstanding shares of capitol stock of the Terminating Corporations shall not be converted or exchanged in any manner, but all of

the shares of the capitol stock of the Terminating Corporations that are outstanding immediately prior to the effective date and time of the Merger shall, at the effective date and time of the Merger, be surrendered and extinguished without consideration; and (ii) the outstanding capital shares of the capital stock of CLIS shall not be converted or exchanged in any manner, but all of the shares of the capital stock of CLIS that are outstanding when the Merger takes effect shall, at the effective date and time of the Merger, remain outstanding.

6. Notwithstanding the full approval and adoption of this Agreement and Plan of Merger, this Agreement and Plan of Merger may be terminated at any time prior to the effective date of the Merger by the filing of any requisite termination/abandonment documents with the Secretary of States of Pennsylvania, Minnesota, Washington, and Florida, respectively.

7. The Merger provided for herein shall become effective at 11:59 PM on December 31, 2009.

[remainder of page intentionally left blank]

**IN WITNESS WHEREOF**, this Agreement and Plan of Merger is executed on this 8 day of December, 2009, upon behalf of each of the constituent business corporations parties hereto.

**TERMINATING CORPORATIONS:**

FIRST NORTHERN FINANCIAL RESOURCES, INC.

By: ______________________
Andrew P. Forstenzer
Vice President

SELECT INSURANCE MARKETING CORP.

By: ______________________
Andrew P. Forstenzer
Vice President

LIFE BROKERAGE CORP.

By: ______________________
Andrew P. Forstenzer
Vice President

**SURVIVING CORPORATION:**

CRUMP LIFE INSURANCE SERVICES, INC.

By: ______________________
Andrew P. Forstenzer
Vice President