

FD9000051417

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

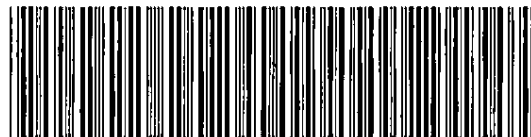
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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900304359129

Merger

R. WHITE

DEC 11 2017

FILED
17 DEC -8 AM 10:15
SF
FALLER, J. J.



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: December 8, 2017

Account#: I20000000088

Name: Marisa Kugelmann

Reference #: D310310

Entity Name: GREENWOOD INTERNATIONAL INSURANCE SERVICES, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70.00

Signature: Marisa Kugelmann

• CORPORATE HQ
COGENCYGLOBAL INC.
13 E 40TH ST., 10 FL
NY, NY 10016
800.221.0102
+1.212.947.7200

• EUROPEAN HQ
COGENCYGLOBAL (UK) LIMITED
REG. OFFICE: 11, ENGLAND AVE, 15
NEWARK, NJ, 07102
9 REVIS MARKS, 11 E1
LONDON EC3A 7BA
+44 (0)20.3786.1090

• ASIA PACIFIC HQ
COGENCYGLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
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HONG KONG
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SECTION 607.1105, FLA. STAT.
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)
PAN-AMERICAN BENEFITS SOLUTIONS, INC., TEXAS		800113554

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GREENWOOD INTERNATIONAL INSURANCE SERVICES, INC.	MASSACHUSETTS	000713317

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 October 13, 2017.

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 October 13, 2017.

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

Pan-American Benefits Solutions, Inc.

Land 200

Daniel E. LaGrone - Corporate Secretary

GREENWOOD INTERNATIONAL
INSURANCE SERVICES, INC.

James D. Orr

Daniel E. LaGrone - Corporate Secretary

1. *Journal of Management Studies*, 1991, 28, 1, 1-15.

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("Plan of Merger"), dated as of October 13, 2017, is by and between Greenwood International Insurance Services, Inc., ("GWI"), a Massachusetts for-profit corporation, and Pan-American Benefits Solutions, Inc., ("PABS"), a Texas for-profit corporation. GWI and PABS are sometimes referred to herein as the "Parties."

RECITALS

- A. GWI is a corporation duly organized and existing under the Massachusetts General Laws. PABS is a corporation duly organized and existing under the Texas Business Organizations Code. Pan-American Life Insurance Group, Inc. ("PALIG") is the sole owner of one hundred percent (100%) of the outstanding shares of each class of GWI shares and PABS shares that are entitled to vote on the merger that is the subject of this Plan of Merger.
- B. PALIG is a Louisiana corporation duly organized and existing under the Louisiana Revised Statutes. GWI has 200,000 shares of authorized capital stock, consisting of 200,000 shares of common stock, with no par value. PABS has 1,000,000 shares of authorized capital stock, consisting of 1,000,000 shares of common stock, with no par value. As of the date hereof, there are 1,000 shares of GWI common stock and 1,000 shares of PABS common stock issued and outstanding, of which the sole owner is PALIG.
- C. The governing persons of GWI, PABS, and PALIG have determined it is advisable and in the best interests of GWI and PABS that GWI merge with and into PABS upon the terms and conditions herein provided.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, GWI and PABS hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

Merger. In accordance with the provisions of this Plan of Merger and the Massachusetts General Laws, GWI shall be merged with and into PABS (the "Merger"), the separate existence of GWI shall cease, and PABS shall be the surviving legal entity after the Merger, and the legal name of PABS, Pan-American Benefits Solutions, Inc. shall continue unchanged.

Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

This Plan of Merger shall have been adopted and approved by PALIG, the sole shareholder of GWI and PABS, in accordance with the requirements of the Massachusetts General Laws, as applicable;

This Plan of Merger shall have been adopted and approved by the Board of Directors of GWI and the Board of Directors of PABS;

All of the conditions to the consummation of the Merger specified in this Plan of Merger shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

The executed Articles of Merger meeting the requirements of the Massachusetts General Laws, as applicable, shall have been filed with the Secretary of the Commonwealth, and the executed Certificate of Merger meeting the requirements of the Texas Business Organizations Code, as applicable shall have been filed with the Texas Secretary of State, with the designated Effective Date of such Certificate and Articles being November 1, 2017.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of GWI shall cease and PABS shall be the surviving legal entity, and the Merger shall have the effects as provided under the applicable Massachusetts and Texas corporate laws.

II. CHARTER DOCUMENTS

Articles of Incorporation. The Articles of Incorporation of PABS, as amended and in effect immediately prior to the Effective Date of the Merger, in the form attached hereto as Exhibit A, shall continue in full force and effect as the Articles of Incorporation of PABS until duly amended in accordance with the provisions thereof and applicable law.

Bylaws. The Bylaws of PABS as in effect immediately prior to the Effective Date of the Merger, in the form attached hereto as Exhibit A, shall continue in full force and effect as the Bylaws of PABS until duly amended in accordance with the provisions thereof and applicable law.

III. MANNER OF CONVERSION OF OWNERSHIP INTEREST

Common Stock held by PALIG. Upon the Effective Date of the Merger, each share of GWI common stock, par value \$0 per share, issued and outstanding and held by PALIG as the sole shareholder immediately prior to the Effective Date of the Merger shall automatically be canceled and retired and shall cease to exist.

Assets and Liabilities. Upon the Effective Date of the Merger, all assets and liabilities of GWI shall be converted to assets and liabilities of PABS. All business operations of GWI shall continue in the name of PABS. PABS shall obtain all licenses, appointments, and regulatory approvals necessary to conduct the business operations of GWI.

IV. GENERAL

Covenants of GWI and PABS. Each of GWI and PABS covenant and agree that it will, on or before the effective date of the Merger take such actions as may be required by the Massachusetts General Laws and the Texas Business Organizations Code, as applicable. PABS

has obtained a Certificate of Registration to conduct business in the Commonwealth of Massachusetts prior to the Effective Date of the Merger.

Further Assurances. From time to time, as and when requested by any party hereto, any other party will execute and deliver, or cause to be executed and delivered, all such documents and instruments as may be reasonably necessary to consummate the transactions contemplated by this Plan of Merger.

Abandonment. At any time before the Effective Date of the Merger, this Plan of Merger may be terminated and the Merger may be abandoned for any reason whatsoever by PALIG.

Amendment. The Parties may amend this Plan of Merger at any time prior to filing the Articles of Merger and Certificate of Merger, provided that an amendment made subsequent to the adoption of this Plan of Merger made by PALIG shall not: (1) alter or change the amount or kind of shares, securities, cash, property, and/or rights to be received in exchange for or on conversion of all or any of the ownership interest thereof of such party, (2) alter or change any term of the Articles of Incorporation of PABS to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Plan of Merger if such alteration or change would adversely affect PALIG in any material respect as the sole shareholder of the Parties.

Registered Office. The registered office of PABS in the Commonwealth of Massachusetts is 44 School St., Suite 325, Boston, MA 02108 and the registered agent of PABS at such address is Cogency Global, Inc.

Agreement. Executed copies of this Agreement will be on file at the principal place of business of PALIG at 601 Poydras St., New Orleans, LA 70130. Copies thereof will be distributed to the Parties.

Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the Massachusetts General Laws.

IN WITNESS WHEREOF, this Plan of Merger, having first been approved by the written consent of PALIG, the sole shareholder and owner of one hundred percent (100%) of the outstanding shares of each class of GWI and PABS shares entitled to vote on the Merger, and by the unanimous written consent of the Board of Directors of GWI and the Board of Directors of PABS, is hereby executed on behalf of the Parties.

GREENWOOD INTERNATIONAL INSURANCE SERVICES, INC.

By: 

Name: John Foley

Title: President

Date: October 13, 2017

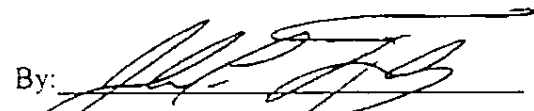
By: 

Name: Daniel LaGrone

Title: Corporate Secretary

Date: October 13, 2017

PAN-AMERICAN BENEFITS SOLUTIONS, INC.

By: 

Name: John Foley

Title: President

Date: October 13, 2017

By: 

Name: Daniel LaGrone,

Title: Corporate Secretary

Date: October 13, 2017