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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** White Pine Insurance Company  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Travis L. Miller

Contact Person

Radey Law Firm

Firm/Company

301 South Bronough Street, Suite 200

Address

Tallahassee, FL 32301

City/State and Zip Code

tmiller@radeylaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Travis L. Miller

Name of Contact Person

At ( 850 ) 425-6654

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

**EFFECTIVE DATE**  
12/30/14

**ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, Florida Statutes.

**Article I – Surviving Corporation.** The name of the surviving corporation is White Pine Insurance Company. White Pine Insurance Company's state of domicile is Michigan. The Florida document number for White Pine Insurance Company's registration as a foreign profit corporation is F12000002721.

**Article II- Merging Corporation.** The name of the merging corporation is American Colonial Insurance Company. American Colonial Insurance Company's state of domicile is Florida. The Florida document number for American Colonial Insurance Company's registration as a Florida profit corporation is P98000041101.

**Article III – Plan of Merger.** The Plan of Merger is attached.

**Article IV – Effective Date.** The merger shall become effective on December 30, 2016.

**Article V – Adoption by Surviving Corporation.** The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 12, 2016.

**Article VI – Adoption by Merging Corporation.** The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 12, 2016.

**Article VII – Officer Signatures.**

White Pine Insurance Company

By: 

Its: President

American Colonial Insurance Company

By: 

Its: President

FILED  
2015 DEC 28 PM 12:00  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
DADE, FLORIDA

## **PLAN OF MERGER**

This Plan of Merger is made and entered into between American Colonial Insurance Company, a Florida insurance company, ("American Colonial"), and White Pine Insurance Company, a Michigan insurance company, ("White Pine," with American Colonial and White Pine each being an "Insurer" and together being the "Insurers").

WHEREAS, the Insurers desire that American Colonial merge with and into White Pine (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida and Michigan, respectively; and

WHEREAS, the respective Boards of Directors of the Insurers have recommended approval of this Plan of Merger and the shareholder of each of the Insurers has approved this Plan of Merger;

NOW, THEREFORE, the Insurers agree as follows:

1. **Terms and Conditions of Merger.** Upon the Effective Date (as defined in Section 8 below), American Colonial shall be merged with and into White Pine (the "Surviving Corporation"). The Surviving Corporation shall continue to be governed by the laws of the State of Michigan, and the separate corporate existence of American Colonial shall cease upon the Effective Date. In connection with the transactions for effectuating the Merger, an Insurer may pay such dividend to its sole shareholder as may be permitted by regulatory authorities.
2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of White Pine and the By-Laws of White Pine on the Effective Date shall remain the Articles of Incorporation and the By-Laws of the Surviving Corporation.
3. **Shares.** On the Effective Date each issued and outstanding share of common stock of American Colonial shall be cancelled and the sole shareholder of American Colonial and White Pine thereupon shall continue to be the sole shareholder of the Surviving Corporation.
4. **Directors.** The directors of White Pine on the Effective Date shall be the directors of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.
5. **Officers.** The officers of White Pine on the Effective Date shall be the officers of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.
6. **Effects of Merger.** The effect of the Merger, at the Effective Date, shall be as provided by the applicable laws of Florida and Michigan. Without limiting the generality of the foregoing, and subject thereto, the separate existence of American Colonial shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority and

franchises of American Colonial and White Pine; and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each of American Colonial and White Pine; and all property, real, personal and mixed, and all debts, liabilities and obligations due to each of American Colonial and White Pine on whatever account or belonging to either American Colonial or White Pine shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, immunities, powers, authority and franchises, and all and every other interest, thereafter shall be the property of the Surviving Corporation as they were of American Colonial and White Pine; and all rights of creditors and all liens upon any property of each of American Colonial and White Pine shall not revert or be in any way impaired by reason of this Merger, on only the property affected by such liens immediately prior to the Effective Date. Any action or proceeding pending by or against each of American Colonial and White Pine at the Effective Date may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such corporation's place.

7. Amendments. Notwithstanding the recommendation or approval of this Plan of Merger by the respective Board of Directors of the Insurers or the approval of this Plan of Merger by the Insurers' shareholder, the shareholder may amend this Plan of Merger by written agreement at any time prior to the Effective Date; provided that any such amendment shall not (a) alter any term of the Articles of Incorporation or By-Laws of the Insurers; (b) alter the terms and conditions of this Plan of Merger, if such alteration would adversely affect the shareholder of the Insurers; or (c) contravene any regulatory approval or authorization.

8. Effective Date of Merger. As soon as practicable after this Plan of Agreement has been duly adopted by the shareholder of the respective Insurers, this Plan of Merger shall be filed with the applicable government authorities in accordance with the laws of Florida and Michigan, respectively. The Merger shall become effective the later of (i) Friday, December 30, 2016, or (ii) the date the Articles of Merger are filed following the Insurers' receipt of the last required regulatory approval, with such effective date of the Merger being the "Effective Date."

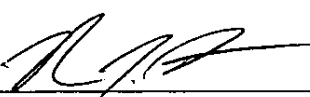
9. Termination. Notwithstanding approval of this Plan of Merger by the shareholder of the respective Insurers and the applicable government authorities, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by mutual consent of the Boards of Directors of the Insurers.

10. Miscellaneous. This Plan of Merger supersedes all prior and contemporaneous Plans of Merger or understandings, oral or written, relating thereto.

AMERICAN COLONIAL  
INSURANCE COMPANY

By:   
Title: President

WHITE PINE INSURANCE COMPANY

By:   
Title: President

Date: 12-22-16

Date: 12-22-16