

F76802



ACCOUNT NO. : 072100000032

REFERENCE : 318116

5012152

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 23, 1999

ORDER TIME : 4:22 PM

ORDER NO. : 318116-005

CUSTOMER NO: 5012152

200002946762--6

CUSTOMER: Mr. Walter L. Smith
Hilb, Rogal And Hamilton
4235 Innslake Drive

Glen Allen, VA 23060

ARTICLES OF MERGER

AMERICAN PHOENIX INSURANCE
AGENCY, INC.

INTO

HILB, ROGAL AND HAMILTON
COMPANY OF TAMPA BAY, INC.

FILED
99 AUG -1 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
08-01-99

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

C. COULLIETTE AUG 02 1999

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
99 JUL 30 PM 4:49
DIVISION OF
TALLAHASSEE
FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AMERICAN PHOENIX INSURANCE AGENCY, INC., a Florida corporation,
S71475

INTO

HILB, ROGAL AND HAMILTON COMPANY OF TAMPA BAY, INC., a Florida
corporation, F76802.

File date: July 30, 1999 , effective August 1, 1999

Corporate Specialist: Cheryl Coulliette

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER
OF
AMERICAN PHOENIX INSURANCE AGENCY, INC.
AND
HILB, ROGAL AND HAMILTON COMPANY OF TAMPA BAY, INC.

FILED
99 AUG - 1 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Secretary of State
State of Florida


Pursuant to the provisions of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following articles of merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging American Phoenix Insurance Agency, Inc. with and into Hilb, Rogal and Hamilton Company of Tampa Bay, Inc. as approved and adopted by written consent of the shareholders of American Phoenix Insurance Agency, Inc. entitled to vote thereon given on July 22, 1999, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Hilb, Rogal and Hamilton Company of Tampa Bay, Inc. entitled to vote thereon given on July 22, 1999, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.
2. Hilb, Rogal and Hamilton Company of Tampa Bay, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act.
3. The effective time and date of the merger herein shall provided for shall be 12:01 a.m. on August 1, 1999.


EFFECTIVE DATE
08-01-99

Executed on July 22, 1999.

AMERICAN PHOENIX INSURANCE AGENCY, INC.

By: 
Timothy J. Korman
Title: Vice President

**HILB, ROGAL AND HAMILTON COMPANY OF TAMPA
BAY, INC.**

By: 
Timothy J. Korman
Title: Vice President

PLAN OF MERGER adopted for American Phoenix Insurance Agency, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on July 22, 1999, and adopted for Hilb, Rogal and Hamilton Company of Tampa Bay, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on July 22, 1999. The names of the corporations planning to merge are American Phoenix Insurance Agency, Inc., a business corporation organized under the laws of the State of Florida, and Hilb, Rogal and Hamilton Company of Tampa Bay, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which American Phoenix Insurance Agency, Inc., plans to merge is Hilb, Rogal and Hamilton Company of Tampa Bay, Inc.

1. American Phoenix Insurance Agency, Inc., and Hilb, Rogal and Hamilton Company of Tampa Bay, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Hilb, Rogal and Hamilton Company of Tampa Bay, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of American Phoenix Insurance Agency, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.
2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.
3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.
4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective offices until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.
5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, not be converted into shares of the surviving corporation, but shall be

canceled. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.
7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote on the non-surviving corporation and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the non-surviving corporation and the Board of Directors and the proper officers of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.