

F82725

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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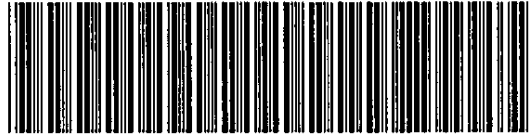
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 24 PM 3:30

MAR 14 2017
C McNAIR

BANKERS
FINANCIAL CORPORATION

11101 Roosevelt Blvd N.
St. Petersburg, FL 33716
(727) 823-4000

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
17 MAR 24 PM 3:30

March 22, 2017

DELIVERY VIA FEDERAL EXPRESS

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

Re: Articles of Merger – Reference Number: F82725

To whom it may concern,

Enclosed are the following documents in order to process the Articles of Merger.

- Letter dated 3/14/2017 from the Florida Department of State
- Cover letter
- Articles of Merger (profit corporations)
- Consent in Lieu for BFC Surety Group, Inc.'s plan of merger
- Consent in Lieu for Bankers Business Group, Inc.'s plan of merger

Our check in the amount of \$105.00 was not returned to us, so we are under the assumption that the check is being held by the Florida Department of State until the required documents are sent back for processing.

Please do not hesitate to contact me if additional documents or information is needed. You may contact me during regular business hours (EST) at (727) 823-4000 ext. 4369, or via email at Katie.Lee@BankersFinancialCorp.com.

Sincerely,



Katie Lee/Paralegal

COVER LETTER

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
17 MAR 24 PM 3:30

TO: Amendment Section
Division of Corporations

SUBJECT: Bankers Financial Corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Katie Lee - Legal Department
Contact Person

Bankers Financial Corporation
Firm/Company

11101 Roosevelt Blvd. N.
Address

St. Petersburg, FL 33716-2340
City/State and Zip Code

Katie.Lee@BankersFinancialCorp.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Katie Lee At (727) 823-4000 Ext. 4369
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

DocuSign Envelope ID: 927893A7-CF21-4271-9A5F-5B478D8ADBD1

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DIVISION OF CORPORATIONS
17 MAR 24 PM 3:30

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)
Bankers Financial Corporation	Florida	F82725

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>BFC Surety Group, Inc.</u>	<u>Florida</u>	<u>P12000097836</u>
<u>Bankers Business Group, Inc.</u>	<u>Florida</u>	<u>P03000088484</u>
<u> </u>	<u> </u>	<u> </u>
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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

The Plan of Merger was adopted by the board of directors of the surviving corporation on 10/26/2016 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 _____

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10/26/2016 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>BFC Surety Group, Inc.</u>	<small>DocuSigned by:</small> <u>Richard Torra</u>	<u>Richard G. Torra - Secretary</u>
<u>Bankers Business Group, Inc.</u>	<small>DocuSigned by:</small> <u>Richard Torra</u>	<u>Richard G. Torra - Secretary</u>
<u>Bankers Financial Corporation</u>	<small>DocuSigned by:</small> <u>Richard Torra</u>	<u>Richard G. Torra - Secretary</u>
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**CONSENT IN LIEU OF MEETING OF
THE BOARD OF DIRECTORS OF
BFC SURETY GROUP, INC.**

The undersigned, being all of the directors of BFC Surety Group, Inc., a Florida corporation (the "Company"), acting without meeting pursuant to the Florida General Corporation Act, hereby consents to and adopts the following actions, preambles, and resolutions:

Dividend of Subsidiary Stock

WHEREAS, Company owns 100% of the common stock of Bankers Surety Services, Inc. ("BSS"), consisting of 100 shares (the "BSS Stock"); AND

WHEREAS, Company desires to dividend the BSS Stock to its direct parent, Bankers Financial Corporation ("BFC").

NOW, THEREFORE, BE IT RESOLVED, that a dividend of the BSS Stock is hereby declared and shall be paid to Bankers Financial Corporation as the sole shareholder of the Company.

BE IT FURTHER RESOLVED, that the officers of the Company are hereby authorized and empowered to execute such stock powers, stock certificates, and other instruments as may be necessary to give effect to the full intent of the above resolution.

Merger of Company into BFC

WHEREAS, Bankers Financial Corporation ("BFC") owns 100% of the common stock of the Company; AND

WHEREAS, the Board deems it advisable for the general welfare and advantage of the Company and its shareholders that the Company be merged with and into BFC; AND

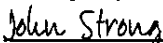
WHEREAS, BFC will be the surviving company of the merger.

NOW, THEREFORE, BE IT RESOLVED, that the Company should be merged with and into BFC, which shall be the surviving entity, in accordance with the Plan of Merger, attached as Exhibit A, and that at the effective time of the merger BFC, as the surviving entity, shall assume all of the Company's liabilities and obligations; the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of each of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in BFC as the surviving entity.

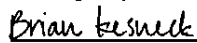
BE IT FURTHER RESOLVED, that officers of the Company are hereby authorized and empowered to execute the Plan of Merger, to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name and on behalf of the Company, any and all documents, agreements, and instruments to effectuate any of the foregoing

resolutions or any of the transactions contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, and to take such action or cause others to take such action, in the name and on behalf of the Company, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement, or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

Dated to be effective: October 25, 2016.

DocuSigned by:


Dr. John A. Strong

DocuSigned by:


Brian L. Kesneck

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger"), dated as of the 31st day of December, 2016, is by and between BFC Surety Group, Inc., a Florida corporation ("BSG") with its principal place of business at 11101 Roosevelt Blvd. N., St. Petersburg, FL 33716, and Bankers Financial Corporation, a Florida corporation (the "Surviving Corporation").

WHEREAS, the Surviving Corporation is the sole shareholder of 100% of the common stock of BSG; AND

WHEREAS, the respective Boards of Directors of BSG and the Surviving Corporation deem it advisable for the general welfare and advantage of the respective corporations and their respective shareholders that BSG be merged with and into the Surviving corporation (the "Merger");

NOW, THEREFORE, the parties hereto, in consideration of the premises and of the mutual covenants and agreements contained herein and of the benefits to accrue to the parties hereto, have agreed and do hereby agree that BSG be merged with and into the Surviving Corporation pursuant to the laws of Florida, and do hereby agree upon, prescribe and set forth the terms and conditions of the Merger, the method of carrying the same into effect, and the manner and basis of converting shares of BSG into shares of Stock of the Surviving Corporation and cash, as follows:

1. The Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in Section 2 hereof), BSG shall be merged with and into Surviving Corporation in accordance with the applicable laws of the State of Florida, whereupon the separate corporate existence of BSG shall cease, and Surviving Corporation shall continue as the surviving corporation (the "Surviving Corporation"). From and after the Effective Time, the Surviving Corporation shall possess all the property, rights, privileges, immunities, powers, and be subject to all the debts, liabilities, obligations, restrictions, disabilities, and duties of BSG and Surviving Corporation.

2. Effective Time. The Merger shall be effective upon receiving all necessary state regulatory approvals including this Plan of Merger (the "Effective Time").

3. Conversion of Shares. Surviving Corporation is the sole shareholder of BSG. At the Effective Time, by virtue of the Merger and without any action on the part of BSG or Surviving Corporation, each share of common stock of BSG, \$1.00 value per share ("BSG Common Stock"), 1,000 issued and outstanding immediately prior thereto, shall be canceled at the Effective Time.

4. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Time shall remain in effect.

5. Bylaws of the Surviving Corporation. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect; a copy of the Bylaws is on file with the Surviving Corporation and will be made available to shareholders of the Surviving Corporation upon request.

6. Directors and Officers of the Surviving Corporation. As of the Effective Time, the officers and directors of the Surviving Corporation holding office immediately prior to the Effective Time shall remain in office until the next annual meeting of Surviving Corporation or until their successor is duly elected and qualified, unless the director shall retire, resign, die or be removed, whichever occurs first.

**CONSENT IN LIEU OF MEETING OF
THE BOARD OF DIRECTORS OF
BANKERS BUSINESS GROUP, INC.**

The undersigned sole director of Bankers Business Group, Inc., a Florida corporation (the "Company"), acting without meeting pursuant to the Florida General Corporation Act, hereby consents to and adopts the following actions, preambles, and resolutions:

Dividend of Subsidiary Stock

WHEREAS, Company owns 100% of the common stock of G.D. van Wagenen Financial Services, Inc. ("van Wagenen"), consisting of 1,000 shares (the "van Wagenen Stock"); AND

WHEREAS, Company owns 100% of the common stock of Bintechn Partners, Inc. ("Bintechn"), consisting of 500 shares (the "Bintechn Stock"); AND

WHEREAS, Company owns 100% of the common stock of DecisionHR Holdings, Inc.. ("DHRH"), consisting of 500 shares (the "DHRH Stock"); AND

WHEREAS, Company desires to dividend the van Wagenen Stock, Bintechn Stock, and DHRH Stock to its direct parent, Bankers Financial Corporation ("BFC").

NOW, THEREFORE, BE IT RESOLVED, that a dividend of the van Wagenen Stock, Bintechn Stock, and DHRH Stock is hereby declared and shall be paid to Bankers Financial Corporation as the sole shareholder of the Company.

BE IT FURTHER RESOLVED, that the officers of the Company are hereby authorized and empowered to execute such stock powers, stock certificates, and other instruments as may be necessary to give effect to the full intent of the above resolution.

Merger of Company into BFC

WHEREAS, Bankers Financial Corporation ("BFC") owns 100% of the common stock of the Company; AND

WHEREAS, the board deems it advisable for the general welfare and advantage of the Company and its shareholders that the Company be merged with and into BFC; AND

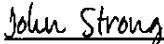
WHEREAS, BFC will be the surviving company of the merger.

NOW, THEREFORE, BE IT RESOLVED, that the Company should be merged with and into BFC, which shall be the surviving entity, in accordance with the Plan of Merger, attached as Exhibit A, and that at the effective time of the merger BFC, as the surviving entity, shall assume all of the Company's liabilities and obligations; the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of each of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in BFC as the surviving entity.

BE IT FURTHER RESOLVED, that officers of the Company are hereby authorized an empowered to execute the Plan of Merger, to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name and on behalf of the Company, any and all documents, agreements, and instruments to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, and to take such action or cause others to take such action, in the name and on behalf of the Company, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement, or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

Dated to be effective: October 26, 2016.

DocuSigned by:



Dr. John A. Strong

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan of Merger"), dated as of the 31st day of December, 2016, is by and between Bankers Business Group, Inc., a Florida corporation ("BBG") with its principal place of business at 11101 Roosevelt Blvd. N., St. Petersburg, FL 33716, and Bankers Financial Corporation, a Florida corporation (the "Surviving Corporation").

WHEREAS, the Surviving Corporation is the sole shareholder of 100% of the common stock of BBG; AND

WHEREAS, the respective Boards of Directors of BBG and the Surviving Corporation deem it advisable for the general welfare and advantage of the respective corporations and their respective shareholders that BBG be merged with and into the Surviving corporation (the "Merger");

NOW, THEREFORE, the parties hereto, in consideration of the premises and of the mutual covenants and agreements contained herein and of the benefits to accrue to the parties hereto, have agreed and do hereby agree that BBG be merged with and into the Surviving Corporation pursuant to the laws of Florida, and do hereby agree upon, prescribe and set forth the terms and conditions of the Merger, the method of carrying the same into effect, and the manner and basis of converting shares of BBG into shares of Stock of the Surviving Corporation and cash, as follows:

1. The Merger. Subject to the terms and conditions of this Plan of Merger, at the Effective Time (as defined in Section 2 hereof), BBG shall be merged with and into Surviving Corporation in accordance with the applicable laws of the State of Florida, whereupon the separate corporate existence of BBG shall cease, and Surviving Corporation shall continue as the surviving corporation (the "Surviving Corporation"). From and after the Effective Time, the Surviving Corporation shall possess all the property, rights, privileges, immunities, powers, and be subject to all the debts, liabilities, obligations, restrictions, disabilities, and duties of BBG and Surviving Corporation.

2. Effective Time. The Merger shall be effective upon receiving all necessary state regulatory approvals including this Plan of Merger (the "Effective Time").

3. Conversion of Shares. Surviving Corporation is the sole shareholder of BBG. At the Effective Time, by virtue of the Merger and without any action on the part of BBG or Surviving Corporation, each share of common stock of BBG, \$1.00 value per share ("BBG Common Stock"), 500 issued and outstanding immediately prior thereto, shall be canceled at the Effective Time.

4. Articles of Incorporation of the Surviving Corporation. The Articles of Incorporation of Surviving Corporation as in effect immediately prior to the Effective Time shall remain in effect.

5. Bylaws of the Surviving Corporation. The Bylaws of Surviving Corporation, as in effect immediately prior to the Effective Time, shall remain in effect; a copy of the Bylaws is on file with the Surviving Corporation and will be made available to shareholders of the Surviving Corporation upon request.

6. Directors and Officers of the Surviving Corporation. As of the Effective Time, the officers and directors of the Surviving Corporation holding office immediately prior to the Effective Time shall remain in office until the next annual meeting of Surviving Corporation or until their successor is duly elected and qualified, unless the director shall retire, resign, die or be removed, whichever occurs first.