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MERGER OR SHARE EXCHANGE BB&T Insurance Services, Inc.

Certificate of Status	0_
Certified Copy	0
Page Count	245
Estimated Charge	\$70.00

12407



November 30, 2009

FLORIDA DEPARTMENT OF STATE Division of Corporations

JRD MANAGEMENT CORP. 850 CONCOURSE PKWY SOUTE SUITE 200 MAITLAND, FL 32751

SUBJECT: JRD MANAGEMENT CORP.

REF: P02000036402

wrong form usel, corrested form attached. Thanks!

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Svlvia Gilbert Regulatory Specialist II FAX Aud. #: R09000248041 Letter Number: 909A00036672

## SECRE JARY OF STATE

## ARTICLES OF MERGER

(Profit Corporations)

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

<u>Name</u>	<u>Jurisdiction</u>	Document Number (If known/applicable)
BB&T Insurance Services, Inc.	North Carolina	P98000003864
Second: The name and jurisdiction	n of each merging corporation;	
<u>Name</u>	Jurisdiction	Document Number (If known applicable)
JRD Management Corp.	Florida	P03000036402
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Third: The Plan of Merger is attac		
_		s of Merger are filed with the Florida
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## Seventh: SIGNATURES FOR EACH CORPORATION Name of Corporation Signature of an Officer or Director BB&T Insurance Services, Inc. David M. Pruett, Chief Administrative Officer JRD Management Cosp. David M. Pruett, Vice President David M. Pruett, Vice President

## PLAN OF MERGER OF JRD MANAGEMENT CORP. INTO BB&T INSURANCE SERVICES, INC.

Pursuant to Section 55-11-7 of the North Carolina Business Corporation Act ("NCBCA") and Section 607.1104 of the Florida Business Corporation Act ("FBCA"), BB&T Insurance Services, Inc. and JRD Management Corp. hereby adopt this Plan of Merger:

- 1. The name of the corporation proposing to merge is JRD Management Corp., a Florida Corporation (hereinafter called the "Merging Company"), and the name of the corporation into which the Merging Company proposes to merge is BB&T Insurance Services, Inc., a North Carolina corporation (hereinafter called the "Surviving Company"). The Merging Company and Surviving Company are hereinafter referred to collectively as the "Constituent Companies."
  - 2. The name of the surviving company shall be BB&T Insurance Services, Inc.
- 3. As of the Effective Date (as defined below), the Merging Company's liabilities and assets of every nature shall become those of the Surviving Company by operation of law.
- 4. On the Effective Date, the outstanding shares of the Constituent Companies will be converted and exchanged as follows:
  - (a) <u>Surviving Company</u>. The outstanding shares of the Surviving Company will not be converted or altered in any manner and will remain outstanding as shares of the Surviving Company.
  - (b) Merging Company. The outstanding shares of the Merging Company issued and outstanding at the Effective Time shall be canceled, and no consideration shall be paid therefor.
- 5. The Plan of Merger was approved and adopted by the directors of the Merging Entity in accordance with the applicable provisions of Section 607.1104 of FBCA, and was approved and adopted by the Board of Directors of the Surviving Entity in accordance with Section 55-11-04 of the FBCA
- 6. The Articles of Incorporation of the Surviving Company shall not be amended as a result of the merger. The Articles of Incorporation and By-Laws of the Surviving Company, as constituted immediately prior to the Effective Date, shall continue as the Articles of Incorporation and By-Laws, respectively, of the Surviving Company after the Effective Date until amended pursuant to their terms and applicable law.
- 7. The merger shall become effective on the 30th day of November, 2009 (the "Effective Date").
- 8. The merger may be terminated at any time prior to the Effective Date by the Merging Company or the Surviving Company.