

Division of Corporations

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E20793

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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Account Number : FCA000000023  
Phone : (850) 222-1092  
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*Merger*  
JAN 02 2014

R. WHITE

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
SUNCOAST PENSION AND BENEFITS GROUP, INC.**

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** EXPERTPLAN, INC.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip Code

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

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Contact Person

At ( \_\_\_\_\_ )

\_\_\_\_\_  
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

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12 DEC 31 PM 3:58

SECRETARY OF STATE  
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)
<u>EXPERTPLAN, INC.</u>	<u>Delaware</u>	<u>3261549</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Suncoast Pension and Benefits Group, Inc.</u>	<u>Florida</u>	<u>G20793</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 12 / 31 / 2013 (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.)

**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 12/30/2013.

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 12/30/2013.

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)

Typed or Printed Name of Individual & Title

Joseph Danzky, VP + Secretary

Joseph Dauster, 1st Sec. meeting

\_\_\_\_\_

\_\_\_\_\_

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## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 31, 2013 (as amended from time to time, this "Agreement"), is by and among ExpertPlan, Inc., a Delaware corporation ("ExpertPlan"), Actuarial Enterprises, Inc., a Pennsylvania corporation ("Actuarial"), Redwood Administrators, Inc., a New Jersey corporation ("Redwood") and Suncoast Pension and Benefits Group, Inc., a Florida corporation ("Suncoast" and, together with Actuarial and Redwood, each, a "Merging Entity" and collectively, the "Merging Entities", and the Merging Entities together with ExpertPlan, each, a "Party" and collectively, the "Parties").

### WITNESSETH:

WHEREAS, ExpertPlan lawfully owns all of the issued and outstanding shares of stock of the Merging Entities;

WHEREAS, the Board of Directors of ExpertPlan and of each Merging Entity have determined that it is appropriate, advisable and in the best interests of ExpertPlan and each such Merging Entity for such Merging Entity to merge with and into ExpertPlan pursuant to the provisions of (i) the Delaware General Corporation Law (the "DGCL"), (ii) in the case of Actuarial, Business Corporation Law of 1988, as amended, of the Commonwealth of Pennsylvania (the "BCL"), (iii) in the case of Redwood, the New Jersey Business Corporation Act, as amended (the "BCA") and (iv) in the case of Suncoast, the Florida Business Corporation Act, as amended (the "FBCA") and, together with the DGCL, the BCL and the BCA, the "State Laws"), and upon the terms and conditions herein set forth;

WHEREAS, it is intended that the Merger (as defined below) will qualify as a complete liquidation within the meaning of Section 332(a) of the Internal Revenue Code (the "Code"), as amended, and that this Agreement will constitute a "plan of liquidation" with respect to the Merging Entities within the meaning of Sections 332 and 337(b) of the Code and the Treasury Regulations promulgated thereunder.

WHEREAS, the Board of Directors and the stockholders of each Party have adopted and approved this Agreement and have approved the Merger.

NOW, THEREFORE, in consideration of the foregoing and the covenants and conditions herein contained, and in accordance with the provisions of the applicable State Laws, the Parties hereto agree as follows:

#### Section 1.1 The Merger.

(a) In accordance with the provisions of this Agreement and the applicable State Laws, each Merging Entity shall be merged with and into ExpertPlan (the "Merger"). From and after the Effective Time (as defined below), ExpertPlan shall be the surviving corporation of the Merger (the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Delaware.

(b) The name of the Surviving Corporation shall be ExpertPlan, Inc. The Surviving Corporation shall possess all the rights, privileges, immunities, powers and franchises of each Merging Entity, and shall by operation of law become liable for all the debts, liabilities, obligations and duties of each Merging Entity to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Corporation, as provided in the applicable State Laws.

(c) The Merger shall become effective on 11:59 pm, Eastern Standard Time, on December 31, 2013 (the "Effective Time").

(d) The separate corporate existence of each Merging Entity shall cease at the Effective Time in accordance with the provisions of the applicable State Laws.

Section 1.2 Conversion of Interest. Each share of capital stock of ExpertPlan outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, remain unchanged and continue as a share of capital stock of the Surviving Corporation without any conversion thereof, and each share of capital stock of each Merging Entity outstanding immediately prior to the Effective Time shall, without any action on the part of the holder thereof, be cancelled and cease to exist, and no consideration shall be issued in respect thereof.

Section 1.3 Organizational Documents. From and after the Effective Time, the Certificate of Incorporation and Bylaws of ExpertPlan, as may be amended from time to time, shall be the Certificate of Incorporation and Bylaws of the Surviving Corporation.

Section 1.4 Directors and Officers. From and after the Effective Time, the directors of ExpertPlan immediately prior to the Effective Time shall be the directors of the Surviving Corporation. From and after the Effective Time, the officers of ExpertPlan immediately prior to the Effective Time shall be the officers of the Surviving Corporation.

Section 1.5 Authorizations and Approvals. The Merger and the terms, conditions and provisions of this Agreement have been approved on or prior to December 31, 2013 by (i) the Board of Directors of each Merging Entity and of ExpertPlan and (ii) the stockholders of each Merging Entity and of ExpertPlan.

Section 1.6 Plan of Complete Liquidation. This Agreement shall constitute a plan of complete liquidation pursuant to sections 332 and 337(b) of the Code with respect to the Merging Entities.


Section 1.7 Subsequent Action. If at any time after the Effective Date it shall be necessary or desirable to take any action or execute, deliver or file any instrument or document in order to vest, perfect or confirm of record in the Surviving Corporation the title to any property or any rights of any of the Merging Entities, or otherwise to carry out the provisions of this Agreement, the Surviving Corporation is hereby authorized and empowered on behalf of each of the Merging Entities and in each of their respective names to take such action and execute, deliver and file such instruments and documents.

Section 1.8 Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.


Section 1.9 Governing Law. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF DELAWARE (WITHOUT REGARD TO CONFLICT OF LAW PRINCIPLES), ALL RIGHTS AND REMEDIES BEING GOVERNED BY SAID LAWS.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be signed by their respective duly authorized officers as of the date first above written.


ACTUARIAL ENTERPRISES, INC.

By:   
Name: Joseph Dansky  
Title: Vice President and Secretary

REDWOOD ADMINISTRATORS, INC.

By:   
Name: Joseph Dansky  
Title: Vice President and Secretary

SUNCOAST PENSION AND BENEFITS GROUP,  
INC.


By:   
Name: Joseph Dansky  
Title: Vice President and Secretary



12/31/2013 13:19:46 From: To: 8506176380

( 9/9 )

EXPERTPLAN, INC.

By:   
Name: Joseph Danaky  
Title: Vice President and Secretary