

H 10624

John Cooper
Requestor's Name

P.O. Drawer 14447
Address

Tallahassee, FL 32317
City/State/Zip

Phone #
422-2420

Office Use Only

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 OCT -1 PM 1:18

FILED

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Hill, Rogaland Hamilton Company of Tallahassee
(Corporation Name) (Document #)
2. Haunt Insurance Group, Inc.
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input checked="" type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Remark |
| <input type="checkbox"/> | Other |

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Call when Ready
422-2420
Jonny

10-1-98

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RECEIVED

Examiner's Initials

CC

ARTICLES OF MERGER
Merger Sheet

MERGING:

HILB, ROGAL AND HAMILTON COMPANY OF TALLAHASSEE, a Florida
corporation, P98000083672

INTO

HUNT INSURANCE GROUP, INC., a Florida corporation, H10624

File date: October 1, 1998

Corporate Specialist: Cheryl Coulliette

**ARTICLES OF MERGER
OF
HILB, ROGAL AND HAMILTON COMPANY OF TALLAHASSEE
AND
HUNT INSURANCE GROUP, INC.**

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 Hilb, Rogal and Hamilton Company of Tallahassee with and into Hunt Insurance Group, Inc. as approved and adopted by written consent of the shareholders of Hilb, Rogal and Hamilton Company of Tallahassee entitled to vote thereon given on September 29, 1998, in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act, and as approved and adopted by written consent of the shareholders of Hunt Insurance Group, Inc. entitled to vote thereon given on September 30, 1998, in accordance with the provisions of Section 607.0704 the Florida Business Corporation Act.

2. Hunt Insurance Group, 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 provide for shall be 12:01 a.m. on October 1, 1998.

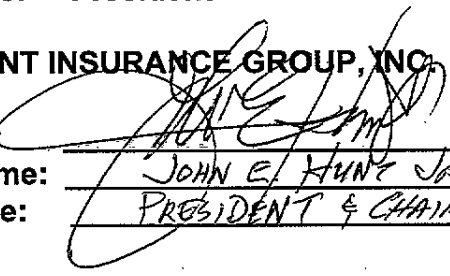
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Executed on September 30, 1998.

**HILB, ROGAL AND HAMILTON COMPANY
OF TALLAHASSEE**

By: 
Name: **Walter L. Smith**
Title: **President**

HUNT INSURANCE GROUP, INC.

By: 
Name: **JOHN E. HUNT JR**
Title: **PRESIDENT & CHAIRMAN**

u/users/walters/forms/hunt/art-merg Edited: September 29, 1998 4:03 PM Printed: September 29, 1998 4:03 PM

PLAN OF MERGER adopted for Hilb, Rogal and Hamilton Company of Tallahassee, a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 29, 1998, and adopted for Hunt Insurance Group, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 30, 1998. The names of the corporations planning to merge are Hilb, Rogal and Hamilton Company of Tallahassee, a business corporation organized under the laws of the State of Florida, and Hunt Insurance Group, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Hilb, Rogal and Hamilton Company of Tallahassee plans to merge is Hunt Insurance Group, Inc.

1. Hilb, Rogal and Hamilton Company of Tallahassee and Hunt Insurance Group, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Hunt Insurance Group, 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 Hilb, Rogal and Hamilton Company of Tallahassee, which is sometimes herein 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 as set forth below and 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.

Directors: Andrew L. Rogal
Timothy J. Korman
Walter L. Smith

| | | |
|-----------|-------------------|--------------------------|
| Officers: | John E. Hunt, Jr. | President and Chairman |
| | Scott P. Hunt | Executive Vice President |
| | Richard T. Hunt | Vice President |

| | |
|-------------------|--------------------------------|
| P. Daniel Condon | Vice President |
| Andrew L. Rogal | Vice President |
| Timothy J. Korman | Vice President |
| Carolyn Jones | Vice President |
| Nancy Turner | Vice President |
| David M. Dunbar | Vice President |
| David J. Jilk | Treasurer, Assistant Secretary |
| Walter L. Smith | Secretary |
| Barbara Harding | Controller |

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, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall be converted into a variable number of shares of Hilb, Rogal and Hamilton Company, a Virginia corporation, and the parent corporation of Hilb, Rogal and Hamilton Company of Tallahassee.

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.