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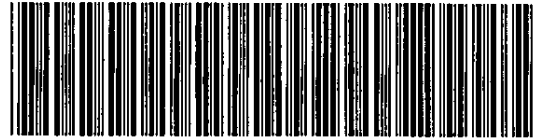
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10/10/16  
pg 60001311



October 3, 2016

**Via UPS Overnight Mail**  
**Tracking Number: 1Z X31 656 13 9450 3767**

Florida Department of State  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**Re: Filing of Articles of Merger - Merging FPIC Insurance Group, Inc. with and into First Professionals Insurance Company, Inc.**

Dear Sir or Madam:

Enclosed for filing is the **Articles of Merger** (and an Agreement and Plan of Merger) effectively merging **FPIC Insurance Group, Inc.** with and into **First Professionals Insurance Company, Inc.** (and for informational purposes correspondence from the *Florida Office of Insurance Regulation* dated September 29, 2016 confirming its waiver of any requirement to approve said merger). Please file these Articles of Merger and provide me with (1) one certified copy. A check in the amount of (\$78.75) seventy eight dollars and seventy five cents made payable to the "**Florida Department of State**" is also enclosed, which represents the following required filing costs:

Merger (\$35.00 per party)	\$70.00
One Certified Copy (\$8.75)	\$ 8.75
TOTAL	\$78.75

Please communicate with me if you have any questions concerning this matter using the following contact information:

Robert Wortelboer  
Vice President of Legal Services  
The Doctors Management Company  
On Behalf of FPIC Insurance Group, Inc. and  
First Professionals Insurance Company, Inc.  
P.O. Box 4220, East Lansing, Michigan 48826 **(for regular U.S. Mail)**  
**12724 Gran Bay Parkway West, Suite 400,**  
**Jacksonville, Florida 32258 (for Overnight Mail)**  
Phone Number: (904) 360-3281  
Facsimile Number: (888) 723-7177  
Email: [rwortelboer@thedoctors.com](mailto:rwortelboer@thedoctors.com)

Please return one certified copy of the Articles of Merger to me at the above overnight mail address using **UPS Account Number X31656**. **A return overnight mailing label is enclosed for your convenience.**

If you have any questions concerning this mater please do not hesitate to call me at (904) 360-3281 or to contact me via Email at [RWortelboer@thedoctors.com](mailto:RWortelboer@thedoctors.com).

Thank you for your anticipated cooperation in this regard.

Sincerely,

A handwritten signature in black ink, appearing to read 'RWortelboer', with a large, sweeping flourish extending from the end of the signature.

Robert L. Wortelboer, Esquire  
Vice President of Legal Services  
The Doctors Management Company  
On Behalf of and as Attorney In Fact for  
FPIC Insurance Group, Inc. and  
First Professionals Insurance Company, Inc.

# ARTICLES OF MERGER

of

**FPIC INSURANCE GROUP, INC.**

into

**FIRST PROFESSIONALS INSURANCE COMPANY, INC.**

Pursuant to the provisions of Sections 607.1104, 607.1105 and 628.451, Florida Statutes, the undersigned corporations certify as follows:

FIRST, the names of the corporations which are parties to this parent-subsidiary merger are: **FPIC Insurance Group, Inc.**, a Florida corporation; and **First Professionals Insurance Company, Inc.**, a Florida corporation. **First Professionals Insurance Company, Inc.** is a wholly owned direct subsidiary of **FPIC Insurance Group, Inc.**

SECOND, effective upon the filing of the Articles of Merger with the *Florida Secretary of State* and (the date and time herein referenced as, the "Effective Time"), **FPIC Insurance Group, Inc.** shall be merged with and into **First Professionals Insurance Company, Inc.** (the "Merger").

THIRD, the surviving corporation in this merger is **First Professionals Insurance Company, Inc.**, which is a wholly owned direct subsidiary of **FPIC Insurance Group, Inc.**


FOURTH, there shall be no change to the Articles of Incorporation or the bylaws of **First Professionals Insurance Company, Inc.** as a result of the Merger.

FIFTH, shareholder approval of the parent **FPIC Insurance Group, Inc.**, or the subsidiary **First Professionals Insurance Company, Inc.** was not required in this parent subsidiary merger pursuant to, Florida Statutes, 607.1104. An Agreement and Plan of Merger was approved by the board of directors of **FPIC Insurance Group, Inc.** and by the board of directors of **First Professionals Insurance Company, Inc.**, each by Written Consent dated August 15, 2016. A copy of the Agreement and Plan of Merger is attached hereto and made a part hereof.

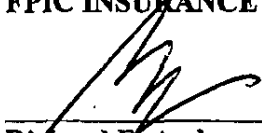
SIXTH, at the Effective Time, each issued and outstanding share of common stock of **First Professionals Insurance Company, Inc.** shall be cancelled and reissued to **THE DOCTORS COMPANY**, the immediate parent and sole shareholder of the **FPIC Insurance Group, Inc.** All of the shares of common stock of the **FPIC Insurance Group, Inc.** issued and outstanding immediately prior to the Effective Time, shall be canceled without consideration.

DATED: August 15, 2016.

**FIRST PROFESSIONALS INSURANCE COMPANY, INC.**

  
\_\_\_\_\_  
**Richard E. Anderson, M.D., Chairman of the Board**  
**First Professionals Insurance Company, Inc.**

**FPIC INSURANCE GROUP, INC.**

  
\_\_\_\_\_  
**Richard E. Anderson, M.D., Chairman of the Board**  
**FPIC Insurance Group, Inc.**

## **AGREEMENT AND PLAN OF MERGER**

### ***Merging***

**FPIC Insurance Group, Inc.**

### ***With and into***

**First Professionals Insurance Company, Inc.**

This **AGREEMENT AND PLAN OF MERGER** (this "Agreement") is entered into as of August 15, 2016 by and between **FIRST PROFESSIONALS INSURANCE COMPANY, INC.**, a Florida corporation (the "Surviving Corporation"), and **FPIC INSURANCE GROUP, INC.**, a Florida corporation and immediate parent of the Surviving Corporation (the "Disappearing Corporation"), as approved by the respective Board of Directors of the Disappearing Corporation and the Surviving Corporation.

**FIRST:** Effective upon the filing of the Articles of Merger with the *Florida Secretary of State* and provided this Agreement is approved by the *Florida Office of Insurance Regulation* (the date and time herein referenced as, the "Effective Time"), the Disappearing Corporation shall be merged with and into the Surviving Corporation (the "Merger").

**SECOND:** The separate existence of the Disappearing Corporation shall cease at the Effective Time of the Merger and the Surviving Corporation shall continue as the surviving corporation after the Merger subject to the terms of this Agreement and the applicable provisions of the General Corporation Law of the State of Florida (the "FGCL"). At the Effective Time, the effect of the Merger shall be as provided in the applicable provisions of the FGCL. Without limiting the generality of the foregoing, at the Effective Time, except as otherwise provided herein, the Surviving Corporation shall possess all of the rights, privileges, powers and franchises of the Disappearing Corporation, and all property and other assets belonging to Disappearing Corporation shall be vested in the Surviving Corporation, and all debts, liabilities and duties of the Disappearing Corporation shall become the debts, liabilities and duties of the Surviving Corporation.

**THIRD:** The Surviving Corporation shall continue its existence under its present name, First Professionals Insurance Company, Inc., pursuant to the provisions of the laws of the State of Florida.

**FOURTH:** The Articles of Incorporation of the Surviving Corporation upon the Effective Time shall be the Articles of Incorporation of the Surviving Corporation in effect until amended or changed in the manner prescribed by the provisions of the laws of the State of Florida.

**FIFTH:** The bylaws of the Surviving Corporation upon the Effective Time shall be the bylaws of the Surviving Corporation in effect immediately prior to the Merger and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.

SIXTH: The directors and officers in office of the Surviving Corporation upon the Effective Time shall continue to be directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

SEVENTH: At the Effective Time, each issued and outstanding share of common stock of the Surviving Corporation shall be cancelled and reissued to **THE DOCTORS COMPANY**, the immediate parent and sole shareholder of the Disappearing Corporation. All of the shares of common stock of the Disappearing Corporation issued and outstanding immediately prior to the Effective Time, shall be canceled without consideration.

EIGHTH: Each of the Disappearing Corporation and the Surviving Corporation hereby agrees that it 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 it will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

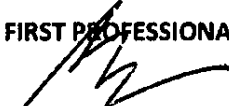
NINTH: This Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without regard to conflict of laws principles.

TENTH: This Agreement may be executed in any number of counter parts, and each counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

**SURVIVING CORPORATION:**

**FIRST PROFESSIONALS INSURANCE COMPANY, INC.**

  
\_\_\_\_\_  
Richard E. Anderson, M.D.  
Chairman of the Board

  
\_\_\_\_\_  
David A. McHale, Secretary

**DISAPPEARING CORPORATION:**

**FPIC INSURANCE GROUP, INC.**

  
\_\_\_\_\_  
Richard E. Anderson, M.D.  
Chairman of the Board

  
\_\_\_\_\_  
David A. McHale, Secretary



OFFICE OF INSURANCE REGULATION

DAVID ALTMAIER  
COMMISSIONER

FINANCIAL SERVICES  
COMMISSION

RICK SCOTT  
GOVERNOR

JEFF ATWATER  
CHIEF FINANCIAL OFFICER

PAM BONDI  
ATTORNEY GENERAL

ADAM PUTNAM  
COMMISSIONER OF  
AGRICULTURE

SENT BY ELECTRONIC TRANSMISSION: [rwortelboer@thedoctors.com](mailto:rwortelboer@thedoctors.com)

September 29, 2016

Mr. Robert Wortelboer  
Vice President of Legal Services  
The Doctors Management Company  
12724 Gran Bay Parkway, West, Suite 400  
Jacksonville, FL 32258

**Re: First Professionals Insurance Company, Inc.  
Request for Waiver of Acquisition Filing – Application ID: 938291**

Dear Mr. Wortelboer:

The Florida Office of Insurance Regulation ("Office") has reviewed your letter dated August 31, 2016 requesting a waiver of the required Form A filing, pursuant to Section 628.461(2), Florida Statutes, for the proposed direct acquisition of First Professionals Insurance Company, Inc. ("First Professionals Insurance Company"), a Florida domestic property and casualty insurance company by The Doctors Company, a California Interinsurance Exchange.

The Office understands the facts and circumstances to be as follows:

First Professional Insurance Company is owned one hundred percent (100%) by FPIC Insurance Group, Inc. which is owned one hundred percent (100%) by The Doctors Company, a California Interinsurance Exchange.

The request for waiver represents that pursuant to the provided Agreement and Plan of Merger, FPIC Insurance Group, Inc. shall be merged with and into First Professionals Insurance Company. In doing so, all issued and outstanding shares of common stock of First Professionals Insurance Company will be canceled and reissued to The Doctors Company, the immediate parent and sole shareholder of FPIC Insurance Group, Inc. As a result of the transaction, First Professionals Insurance Company will be owned one hundred percent (100%) by The Doctors Company and FPIC Insurance Group, Inc. will cease to exist.

...  
ROBERT RIDENOUR, DIRECTOR • PROPERTY & CASUALTY FINANCIAL OVERSIGHT  
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0329 • (850) 413-5227 • FAX (850) 488-2935  
WEBSITE: WWW.FLOIR.COM • EMAIL: ROBERT.RIDENOUR@FLOIR.COM

Affirmative Action / Equal Opportunity Employer



The application further represents that the proposed Merger will not result in any change to the officers or directors of First Professionals Insurance Company, or to its ultimate ownership, and that no unaffiliated parties will acquire a direct or indirect interest in the domestic insurer.

Based on the representations and documentation provided, the Office has determined that the proposed transaction meets the criteria for waiver of the filing requirements of Section 628.461(2), Florida Statutes, in that there is no change in the ultimate controlling shareholders' or ownership percentages of the ultimate controlling shareholders, and further, that no unaffiliated parties are acquiring direct or indirect voting or controlling interest in First Professionals Insurance Company, Inc. The Office hereby grants your request for waiver pursuant to Section 628.461(2), Florida Statutes.

Please submit any and all documents and/or agreements evidencing the completion of the above transaction no later than fifteen (15) days after the month in which the finalization of the transaction occurs.

Please do not hesitate to contact our Office should you have any questions or need additional assistance.

Sincerely,



Robert Ridenour