

H85126

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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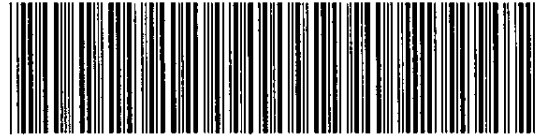
(Business Entity Name)

(Document Number)

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600163892016

**EXPIRATION DATE**  
12-31-09

12/29/09--01015--011 \*\*78.75

*merger*

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

09 DEC 29 PM 2:18

**FILED**

*Ad*  
*12/29/09*

# GALLOWAY BRENNAN, P.A.

Clyde W. "Billy" Galloway, Jr.  
John "Jack" L. Brennan III

240 East 5<sup>th</sup> Avenue  
Tallahassee, FL 32303  
Telephone: (850) 224-0141  
Facsimile: (850) 224-0883

Special Consultants:  
Claude W. Mueller  
J. Lee Roddenberry

December 28, 2009

VIA: Hand Delivery

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Subj: AequiCap Insurance Company

Please see attached Articles of Merger and Plan of Merger in the merger of AequiCap Property and Casualty Insurance Company with and into AequiCap Insurance Company. Enclosed is our check for \$78.75, which include \$35 for the merged entity, \$35 for the surviving entity, and \$8.75 for a Certified Copy.

Please return all correspondence concerning this matter to:

Claude Mueller  
Galloway Brennan PA  
240 E 5<sup>th</sup> Ave  
Tallahassee, FL 32303  
[cmueller@gbb-law.com](mailto:cmueller@gbb-law.com)

For further information concerning this matter, please call:

Claude Mueller at (850) 224-0141

Sincerely,



Claude Mueller, Consultant

**EFFECTIVE DATE**

12-30-09

## ARTICLES OF MERGER

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 each surviving corporation:

Name: AequiCap Insurance Company

Jurisdiction: Florida

Document Number: H85126

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

Name: AequiCap Property and Casualty Insurance Company

Jurisdiction: Florida

Document Number: H74745

**Third:** The Plan Merger is attached.

**Fourth:** The merger shall become effective on December 30, 2009.

**Fifth:** Adoption of Merger by surviving corporation.

The surviving corporation owns 100% of the stock of the merging corporation. Pursuant to section 607.1104 shareholder approval is not required.

**Sixth:** Adoption of Merger by merging corporation.

The merging corporation is 100% owned by the surviving corporation. Pursuant to section 607.1104 shareholder approval is not required.

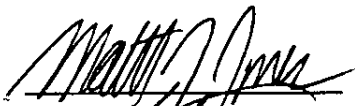
### **Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature

Name & Title

AequiCap Insurance Company



Matthew T. Jones, President

AequiCap Property and Casualty  
Insurance Company



Mark Stephenson , CEO

**FILED**  
DEC 29 PM 2:18  
CLERK OF CIRCUIT  
JUDICIAL CIRCUIT IN AND FOR  
THE COUNTY OF FLORIDA

## **PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with section 607.1101, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

Name: AequiCap Insurance Company (the "Surviving Corporation")  
Jurisdiction: Florida

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

Name: AequiCap Property and Casualty Insurance Company ("APC")  
Jurisdiction: Florida

**Third:** The terms and conditions of the merger are as follows:

Merger: APC shall be, and is, merged into the Surviving Corporation. The Surviving Corporation and APC have executed Articles of Merger which incorporate this Plan of Merger and all shall be filed with the Florida Secretary of State.

Effective Date of Merger: The effective date ("Effective Date") of the merger is December 30, 2009

Surviving Corporation: The Surviving Corporation shall survive the merger contemplated herein and shall continue to be governed by the laws of the State of Florida. The separate existence of APC shall cease upon the Effective Date.

Ownership: The Surviving Corporation already owns 100% of the common stock of APC. Following the Effective Date, the shares of common stock of APC will continue to be owned by the Surviving Corporation.

Amended and Restated Articles of Incorporation and By Laws: The Articles of Incorporation and By Laws of the Surviving Corporation are the Articles of Incorporation and By Laws of the Surviving Corporation from and after the Effective Date.

Directors: The directors of the Surviving Corporation as of the Effective Date shall be the directors of the Surviving Corporation on the date immediately preceding the Effective Date.

Rights and Liabilities of The Surviving Corporation: At and after the Effective Date, the Surviving Corporation shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers and franchises, both public and private, and all of the property, real, personal and mixed, of APC; all debts and accounts due to APC shall be vested in the Surviving Corporation; all claims, demands, property, rights, privileges, powers and franchises and every other interest of either the Surviving Corporation or APC shall be as effectively the property of the Surviving Corporation as they were of the respective parties hereto prior to the Effective Date; the title to any real estate vested or owned by APC shall not revert or be in any way impaired by the merger, but shall be vested in the Surviving Corporation; all rights of creditors and all liens upon any property of either the Surviving Corporation or APC shall be preserved unimpaired; and all debt,

liabilities and duties of the Surviving Corporation and APC shall attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if such debts liabilities and duties had been incurred or contracted by the Surviving Corporation.

Service of Process: The Surviving Corporation agrees that it may be served with process in connection with any proceeding for enforcement of any obligation of APC as well as for the enforcement of any obligation of the Surviving Corporation arising from the merger.

Plan of Reorganization: This Plan of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions set forth herein.

Expenses and Dissenting Shareholders: There are no dissenting shareholders. The Surviving Corporation shall pay all expenses of carrying out this Plan of Merger.

Notice Requirements: There are no shareholders who require notice of this action. Any notice requirements for the benefit of the Survivor Corporation are waived.

**Fourth:** The manner and basis of converting the shares of APC into shares, obligations, or other securities of the surviving corporation:

Surviving Corporation owns 100% of the common stock of APC. All Holdings certificates shall be cancelled by the Surviving Corporation.