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From: **DALE MATTHEWS**

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.  
Account Number : 076077001702  
Phone : (407) 841-1200  
Fax Number : (407) 423-1831

## MERGER OR SHARE EXCHANGE

KUYKENDALL, GARDNER &amp; LARUE, LLC

Certificate of Status	0
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**ARTICLES OF MERGER OF  
KUYKENDALL INSURANCE AGENCY, INC.  
WITH AND INTO  
KUYKENDALL, GARDNER & LARUE, LLC**

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

**ARTICLE I - PLAN OF MERGER**

The Plan of Merger of KUYKENDALL INSURANCE AGENCY, INC., a Florida corporation, with and into KUYKENDALL, GARDNER & LARUE, LLC, a Florida limited liability company, being the surviving company, is set forth in **Exhibit A** attached hereto and made a part hereof.

**ARTICLE II - ADOPTION OF PLAN OF MERGER**

The Plan of Merger was approved by the directors and shareholders of Kuykendall Insurance Agency, Inc., and by the Managers and Members of Kuykendall, Gardner & LaRue, LLC, by resolutions adopted by Written Consents dated effective as of Dec 31<sup>st</sup>, 2008.

**ARTICLES III - EFFECTIVE DATE OF MERGER**

The effective date of the Merger shall be January 1, 2009.

DATED this 30<sup>th</sup> day of December, 2008.

KUYKENDALL INSURANCE  
AGENCY, INC.

By: [Signature]  
John M. Kuykendall, President

KUYKENDALL, GARDNER &  
LARUE, LLC

By: [Signature]  
John M. Kuykendall, Manager

By: [Signature]  
Christopher B. Gardner, Manager

By: [Signature]  
James R. Kuykendall, Jr., Manager

By: [Signature]  
Richard M. LaRue, Jr., Manager

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**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 2008, by JOHN M. KUYKENDALL, as President of KUYKENDALL INSURANCE AGENCY, INC., a Florida corporation, on behalf of the corporation. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_.

CHRISTINE ST. JOHN  
Notary Public, State of Florida  
My comm. exp. Aug. 10, 2009  
Comm. No. DD 460352

Print Name: Christine St. John  
Notary Public, State of Florida  
Commission No.: DD 460352  
My Commission Expires: Aug. 10, 2009

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TALLAHASSEE, FLORIDA

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**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 2008, by JOHN M. KUYKENDALL, as Manager of KUYKENDALL, GARDNER & LARUE, LLC, a Florida limited liability company, on behalf of the company. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_.

CHRISTINE ST. JOHN  
Notary Public, State of Florida  
My comm. exp. Aug. 10, 2009  
Comm. No. DD 460352

Print Name: Christine St. John  
Notary Public, State of Florida  
Commission No.: DD 460352  
My Commission Expires: Aug. 10, 2009

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STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 2008, by CHRISTOPHER B. GARDNER, as Manager of KUYKENDALL, GARDNER & LARUE, LLC, a Florida limited liability company, on behalf of the company. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_.

CHRISTINE ST. JOHN  
Notary Public, State of Florida  
My comm. exp. Aug. 10, 2009  
Comm. No. DD 460352

Print Name: Christine St. John  
Notary Public, State of Florida  
Commission No.: DD 460352  
My Commission Expires: Aug 10, 2009

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STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 2008, by JAMES R. KUYKENDALL, JR., as Manager of KUYKENDALL, GARDNER & LARUE, LLC, a Florida limited liability company, on behalf of the company. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_.

CHRISTINE ST. JOHN  
Notary Public, State of Florida  
My comm. exp. Aug. 10, 2009  
Comm. No. DD 460352

Print Name: Christine St. John  
Notary Public, State of Florida  
Commission No.: DD 460352  
My Commission Expires: Aug 10, 2009

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of December, 2008, by RICHARD M. LARUE, JR., as Manager of KUYKENDALL, GARDNER & LARUE, LLC, a Florida limited liability company, on behalf of the company. Said person (check one): ☒ is personally known to me, ☐ produced a driver's license (issued by a state of the United States within the last five (5) years) as identification, or ☐ produced other identification, to wit: \_\_\_\_\_.

CHRISTINE ST. JOHN  
Notary Public, State of Florida  
My comm. exp. Aug. 10, 2009  
Comm. No. DD 460352

Print Name: Christine St. John  
Notary Public, State of Florida  
Commission No.: DD 460352  
My Commission Expires: Aug 10, 2009

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TALLAHASSEE, FLORIDA

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**EXHIBIT A**  
**PLAN OF MERGER**  
**OF**  
**KUYKENDALL INSURANCE AGENCY, INC.**  
**WITH AND INTO**  
**KUYKENDALL, GARDNER & LARUE, LLC**

1. KUYKENDALL INSURANCE AGENCY, INC., a Florida corporation ("KIA"), shall merge with and into KUYKENDALL, GARDNER & LARUE LLC, a Florida limited liability company ("KUYKENDALLGARDNER"), with KUYKENDALLGARDNER as the surviving company.

2. Upon the consummation of the merger of KIA with and into KUYKENDALLGARDNER, the separate existence of KIA shall cease. KUYKENDALLGARDNER, as the surviving company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of KUYKENDALLGARDNER shall not be affected by the merger and upon the merger, KUYKENDALLGARDNER, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of KIA prior to the merger as provided in Sections 607.11101 and 608.4383 of the Florida Statutes. Further, as provided in Sections 607.11101 and 607.4383 of the Florida Statutes, all rights of creditors and any person or persons dealing with KIA shall be preserved and remain unimpaired by the merger, all liens upon the properties of KIA shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of KIA shall henceforth attach to KUYKENDALLGARDNER and may be enforced against KUYKENDALLGARDNER to the same extent as if such obligations and duties have been incurred by KUYKENDALLGARDNER. Additionally, any existing claim or action or proceeding pending by or against KIA or KUYKENDALLGARDNER may be continued as if the merger did not occur or KUYKENDALLGARDNER may be substituted in such proceedings for KIA.

3. The manner and basis of converting the shares of KIA into membership interests of KUYKENDALLGARDNER are as follows:

On the effective date of the merger, each share of common stock, \$0.10 par value, of KIA issued and outstanding immediately prior to the merger shall be cancelled and converted into .03668696054% membership interest of KUYKENDALLGARDNER. The total consideration for the 2725.7641 shares of outstanding \$0.10 par value common stock of KIA shall be 100% of the membership interests of the surviving limited liability company.

4. The Articles of Organization of KUYKENDALLGARDNER as amended and in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of KUYKENDALLGARDNER.

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5. The Operating Agreement, as amended by that certain First Amendment to Operating Agreement dated effective as of January 1, 2007, of KUYKENDALLGARDNER in effect at the time of the merger shall be amended and restated in its entirety.

6. The effective date of the merger shall be January 1, 2009.

7. The transactions described in this Plan of Merger are intended to qualify as a tax free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, with the result that KUYKENDALLGARDNER will be taxed as an S corporation for federal tax purposes following the merger.

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