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MERGER OR SHARE EXCHANGE

TRUMBULL CENTER INSURANCE, LLC

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**ARTICLES OF MERGER  
OF FOREIGN AND DOMESTIC LIMITED LIABILITY COMPANY  
INTO  
TRUMBULL CENTER INSURANCE, LLC**

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Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, the undersigned limited liability companies, TRUMBULL CENTER INSURANCE, LLC, a Florida limited liability company, and TRUMBULL CENTER INSURANCE, LLC, a Connecticut limited liability company, adopt the following Articles of Merger for the purpose of merging TRUMBULL CENTER INSURANCE, LLC, a Connecticut limited liability company, into TRUMBULL CENTER INSURANCE, LLC, a Florida limited liability company.

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of TRUMBULL CENTER INSURANCE, LLC, a Connecticut limited liability company, into TRUMBULL CENTER INSURANCE, LLC, a Florida limited liability company, is attached to these Articles as Exhibit "A" hereto and incorporated herein by reference.

**Adoption and Approval of Plan**

2. The Manager and sole Member of TRUMBULL CENTER INSURANCE, LLC, a Connecticut limited liability company, voted in favor of the Plan of Merger, at a special meeting of the members of TRUMBULL CENTER INSURANCE, LLC, a Connecticut limited liability company, held on September 22, 2004, in accordance with applicable Connecticut law.

3. The Manager and sole Member of TRUMBULL CENTER INSURANCE, LLC, a Florida limited liability company voted in favor of the Plan of Merger, at a special meeting of the members of TRUMBULL CENTER INSURANCE, LLC, a Florida limited liability company, held on September 22, 2004, in accordance with applicable Florida law.

**Effective Date**

4. The Plan of Merger shall be effective at 12:01 a.m. on November 1, 2004, or upon the filing of these Articles of Merger with the Secretary of State of Connecticut and these Articles of

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Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier.

#### Foreign Law

5. The laws of the State of Connecticut, the jurisdiction of organization of TRUMBULL CENTER INSURANCE, LLC, a Connecticut limited liability company, permit the merger contemplated by the Agreement and Plan of Merger, and the laws of the State of Connecticut have been complied with or, on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Connecticut, will have been complied with.

#### Surviving Entity

6. The surviving entity will be of TRUMBULL CENTER INSURANCE, LLC, 14030 Tivoli Terrace, Bonita Springs, Florida 34135, Florida Document/Registration Number 106000069438, FEI Number: 20-1659998.

IN WITNESS WHEREOF, each of the undersigned limited liability companies has caused these Articles to be signed September 22nd, 2004.

TRUMBULL CENTER INSURANCE, LLC,  
a Florida limited liability company

By: 

ROBERT D. RICHTER,  
As Manager and Sole Member

TRUMBULL CENTER INSURANCE, LLC,  
a Connecticut limited liability company

By: 

ROBERT D. RICHTER,  
As Manager and Sole Member

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**AGREEMENT AND PLAN OF MERGER  
BETWEEN TRUMBULL CENTER INSURANCE, LLC  
AND TRUMBULL CENTER INSURANCE, LLC**

This Agreement and Plan of Merger ("Agreement") is made pursuant to the relevant provisions of the Florida Limited Liability Company Act as of the 22nd day of September, 2004, between TRUMBULL CENTER INSURANCE, LLC, a Florida Limited Liability Company (hereafter referred to as the "Surviving Company"), and TRUMBULL CENTER INSURANCE, LLC, a Connecticut Limited Liability Company (hereafter referred to as the "Merging Company"), both having their principal offices at 14030 Tivoli Terrace, Bonita Springs, Florida 34135.

**RECITALS**

WHEREAS, all of the Members and Managers of the Surviving Company and the Merging Company have waived notice of special meetings of their respective companies as permitted by Florida and Connecticut law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies.

WHEREAS, the Manager of the Surviving Company deems it desirable and in the best interests of Surviving Company and its sole Member to enter into and approve this Agreement;

WHEREAS, the sole Member and Manager of the Surviving Company has approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consents filed in the minutes of the Surviving Company;

WHEREAS, the Manager of the Merging Company deems it desirable and in the best interests of the Merging Company and its sole Member to enter into and approve this Agreement; and

WHEREAS, the Member and Manager of the Merging Company has approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Company;

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Company and the Merging Company agree as follows:

1. **Merger of the Companies.**

In accordance with and pursuant to Sections 608.438 through 608.4383 of the Florida Limited Liability Company Act, Sections 34-195 through 34-198 of the Connecticut General Statutes, the Merging Company shall be merged into the Surviving Company. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the membership units of the Merging Company into membership units or other securities of the Surviving Company as hereinafter set forth.

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4.2 The Surviving Company consents to be sued and served with process in Connecticut, and irrevocably appoints the Secretary of State of Connecticut as its agent to accept service of process in any proceeding in Connecticut to enforce against the Surviving Company any obligation of the Merging Company.

5. Merger Permitted Under the Laws of Florida.

This merger is permitted under the relevant provisions of the Florida Limited Liability Company Act and the Connecticut General Statutes.

6. Name of Surviving Company.

The Surviving Company shall be "TRUMBULL CENTER INSURANCE, LLC, a Florida Limited Liability Company."

7. Effective Date of Merger.

The effective date of the merger shall be 12:01 a.m. on November 1, 2004, or upon the filing of the Articles of Merger with the Secretary of State of Connecticut and the Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier ("Effective Date").

8. Principal Office.

The principal office of the Surviving Company shall remain 14030 Tivoli Terrace, Bonita Springs, Florida, 34135 following this merger.

9. Name and Address of the Manager.

Management of the Surviving Company shall be vested in a manager. The name and address of the initial Manager following the merger is:

<u>Manager</u>	<u>Address</u>
Robert D. Richter	14030 Tivoli Terrace Bonita Springs, Florida 34135

10. Distributions Prior to Merger.

Until this Agreement of Merger becomes effective or is abandoned, neither company may make distributions to its members.

11. Extraordinary Transactions.

Neither company shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

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12. Submission to Members: Effective Date.

This Agreement has been submitted to the members of the companies in the manner provided under applicable Florida and Connecticut law. The signatures of the undersigned members of each such company representing a majority of the members of the respective companies are in favor of the adoption of this Agreement, and this Agreement shall be come effective on the date set forth above.

13. Abandonment of Merger.

At any time prior to the approval of this Plan of Merger by the Surviving Company and/or the Merging Company, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Company or the Merging Company upon an affirmative vote of a majority of either company's manager without further action by either company's members.

14. Articles of Organization.

The Articles of Organization following the merger shall be the Articles of Organization of the Surviving Company as filed in Florida, and no changes are necessitated by the contemplated merger.

15. Operating Agreement.

The Operating Agreement following the merger shall be the Operating Agreement for the Surviving Company and no changes are necessitated by the contemplated merger.

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IN WITNESS WHEREOF, the undersigned, constituting the Manager and sole Member of the Surviving Company and the Manager and sole Member of the Merging Company, have executed this Agreement on the day and year first above written.

**SURVIVING COMPANY:**

TRUMBULL CENTER INSURANCE, LLC,  
a Florida Limited Liability Company

By: Robert D. Richter

Robert D. Richter  
As Manager and sole Member

**MERGING COMPANY:**

TRUMBULL CENTER INSURANCE, LLC,  
a Connecticut Limited Liability Company

By: Robert D. Richter

Robert D. Richter  
As Manager and sole Member

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