

JAN-23-2012 17:50

MACFARLANE FERGUSON

442 8470.01

L07000114369

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
THE ALLIANT INSURANCE GROUP, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	04
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55.00.

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JAN-27-2012 17:50

MACFARLANE FERGUSON

727 442 6470 P.02



December 27, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MACFARLANE FERGUSON & MCULLEN

SUBJECT: THE ALLIANT INSURANCE GROUP, LLC
REF: L07000114369

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections, and refile the complete document, including the electronic filing cover sheet.

Carlisle Fields & Company, LLC filed a name change on 12/23/2010 to The Alliant Insurance Group, LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Regulatory Specialist II

FAX Attn. #: H11000269472
Letter Number: 111A00026602

RECEIVED

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TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

H 11000298472 3

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CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Carlisle, Florida & Company, LLC	Florida	limited liability company
Nichols Insurance Associates, LLC L07000126099	Florida	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Aliant Insurance Group, LLC L07000114369	Florida	limited liability company

THIRD: The attached plan of merger was approved each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

David R. Phillips, Esq.
Macfarlane Ferguson & McMullen
625 Court Street, Suite 200
Clearwater, FL 33756
(727) 441-8966
Florida Bar #: 0070259

H 11000298472 3

PLAN OF MERGER

The terms and conditions of the merger ("Merger") are as follows:

1. *Corporate Existence.* Except as otherwise provided herein, the corporate existence of the Surviving Party, with all its purposes, powers and objects, shall continue in effect and be unimpaired by the Merger, and the identity and existence, with all the purposes, powers, and objects of the Merging Parties shall be merged into the Surviving Party and the Surviving Party, as the company surviving the Merger, shall be fully vested therewith. The separate existence and corporate organization of the Merging Parties shall cease as soon as the Merger shall become effective as herein provided, and thereupon the Merging Parties and the Surviving Party shall be a single limited liability company, to wit, the "Surviving Party." This Agreement shall continue in effect and the Merger shall become effective upon the date of filing with the Florida Secretary of State. The date when the Merger becomes effective is sometimes herein referred to as the "Effective Date of the Merger."

2. *Articles of Organization.* Upon the Effective Date of the Merger, the Articles of Organization of the Merging Parties shall be the Articles of Organization of the Surviving Party. No amendments or changes are to be made in the Articles of Organization of the Surviving Party by the Merger.

3. *Operating Agreement.* Upon the Effective Date of the Merger, the Surviving Party shall adopt that certain Amended and Restated Operating Agreement dated as of the Effective Date of the Merger, until the same shall thereafter be altered, amended, or repealed in accordance with law.

4. *Succession of Surviving Party.* On the Effective Date of the Merger, the Surviving Party shall continue in existence and, without further transfer, succeed to and possess all of the rights, privileges and purposes of the Merging Parties and the Surviving Party (collectively the "Companies"); and all of the property, real and personal, including subscriptions to membership interests, causes of action and every other asset of the Companies, shall vest in the Surviving Party without further acts or deeds; and the Surviving Party shall be liable for all of the liabilities, allegations and penalties of each of the Companies. No liability or obligations due or to become due, claim or demand for any cause existing against either corporation, or any member, officer, director or employee thereof, shall be released or impaired by such Merger. No action or proceedings, whether civil or criminal, and pending by or against either of the Companies or any member, officer, manager, director or employee thereof shall abate or be

Dated as of this 21st day of December, 2011.

"MERGING PARTIES"

~~CARLISLE, FIELDS & COMPANY, LLC,
a Florida limited liability company~~

~~By: [Signature]
Name: JOHN P. CONDELL
Title: MANAGER~~

NICHOLS INSURANCE ASSOCIATES, LLC,
a Florida limited liability company

By: [Signature]
Name: JOHN P. CONDELL
Title: MANAGER

"SURVIVING PARTY"

THE ALIANT INSURANCE GROUP, LLC,
a Florida limited liability company

By: [Signature]
Name: JOHN P. CONDELL
Title: MANAGER

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