

06/29/2012

14:16 SHUMAKER LOOP & KENDRICK

FAX 813 229-1660

P.001/005

LO7000114369

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000171611 3)))



H120001716113ABCU

FILED
12 JUN 28 PM 2:34
DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

EFFECTIVE DATE7/2/12

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP Carline
Account Number : 075500004387 813-227-2331
Phone : (813) 229-7600
Fax Number : (813) 229-1660

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: wblair@slk-law.com

MERGER OR SHARE EXCHANGE**The Aliant Insurance Group, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

912A-17792

Electronic Filing Menu

Corporate Filing Menu

Help

M. O'Neil

JUN 29 2012

FILED

12 JUN 28 PM 2: 34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

THE ALIANT INSURANCE GROUP, LLC
a Florida limited liability company

into

USAB MERGER SUB, INC.
a Florida corporation

Pursuant to Florida Statutes Sections 607.1109 and 608.4382, the undersigned entities adopt the following Articles of Merger:

FIRST: The "Merged Corporation" is USAB Merger Sub, Inc., a Florida corporation, whose principal business address is 4790 140th Avenue North Clearwater, FL 33762. The Merged Corporation's Florida document number is P12000057121 and its Federal Employer Identification Number is 45-5591376.

SECOND: The "Surviving Company" is The Aliant Insurance group, LLC a Florida limited liability company, whose principal business address is 600 Cleveland Street, Suite 600, Clearwater, Florida, 33755. The Surviving Company's Florida document number is L07000114369 and its Federal Employer Identification Number is 261412950.

THIRD: In accordance with the applicable provisions of Chapters 607 and 608, Florida Statutes, the Agreement and Plan of Merger ("Plan of Merger") attached hereto as Exhibit A was adopted by the Board of Directors and sole shareholder of the Merged Corporation as of June 27, 2012, and by the Board of Managers and members of the Surviving Company as of June 27, 2012.

FOURTH: The effective date of the merger (the "Effective Date") shall be July 2, 2012.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 27 day of June, 2012.

MERGED CORPORATION:

SURVIVING COMPANY:

USAB MERGER SUB, INC.

THE ALIANT INSURANCE GROUP, LLC

By: 

Thomas B. McMurry, III, President

By: 

John P. Connelly, Manager

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, made and entered into as of the 27th day of June, 2012, by and between USAB Merger Sub, Inc., a Florida corporation (the "Merged Corporation") and The Allant Insurance Group, LLC, a Florida limited liability company (the "Surviving Company").

WITNESSETH:

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Company pursuant to Florida Statutes Sections 607.1108 and 608.438. The Manager of the Surviving Company deem it advisable that the Surviving Company shall be the Surviving Company and its existence as a continuing limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 607 and 608, the Merged Corporation shall be and hereby is merged with and into the Surviving Company, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of dealing with the ownership interest of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I
CORPORATE EXISTENCE

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Florida; all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to it shall be taken and be deemed to be transferred to and vested in the Surviving Company and shall be thereafter as effectively the property of the Surviving Company as they were the property of the Merged Corporation, and the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF ORGANIZATION OF SURVIVING COMPANY

The Articles of Organization of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Organization of the Surviving Company until the same shall be altered, amended or repealed.

ARTICLE III
OPERATING AGREEMENT OF SURVIVING COMPANY

The Operating Agreement of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed.

ARTICLE IV
MANAGERS OF THE SURVIVING COMPANY

The Managers of the Surviving Company in effect immediately prior to the time the Merger becomes effective, shall, upon the Merger becoming effective, be and remain the managers of the Surviving Company until their successors are elected and qualified.

ARTICLE V
MEMBERSHIP INTERST OF THE SURVIVING COMPANY

USAmeriBank (the "Bank") a Florida corporation, owns 100% of the outstanding capital stock of the Merged Corporation. Upon the Effective Date of the Merger, all of the issued and outstanding membership interests of the Surviving Company will be exchanged for shares of stock of USAmeriBancorp, Inc. ("USAmeriBancorp"), a Florida corporation and parent of the Bank, so that the Bank will become the sole shareholder of the Surviving Company and the members of the Surviving Company immediately prior to the effectiveness of the Merger will become shareholders of USAmeriBancorp.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and shareholder of the Merged Corporation as of June 27, 2012, and approved by the Manager and Members of the Surviving Company as of June 27, 2012.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective on July 2, 2012, in accordance with Florida Statutes Chapters 607 and 608.

IN WITNESS WHEREOF, the Merged Corporation and the Surviving Company have signed this Agreement under their corporate seals the day and year first above written.

MERGED CORPORATION:

SURVIVING COMPANY:

USAB MERGER SUB, INC.

THE ALLIANT INSURANCE GROUP, LLC

By: 

Thomas B. McMurtrey, III, President

By: 

John P. Connolly, Manager

FILED
12 JUN 28 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA