

**L10000052864**

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

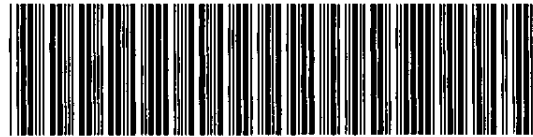
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**D. BRUCE**  
JUN 20 2012  
**EXAMINER**

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Associate(s) Consortium, LLC  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Kevin M. Smith, COM

Contact Person

The Associate(s) Consortium, LLC

Firm/Company

Post Office Box 442315

Address

Jacksonville, FL 32222

City/State and Zip Code

info@theassociatesconsortium.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kevin M. Smith

Name of Contact Person

At ( 877 )

872-7656

Area Code & Daytime Telephone Number

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☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

KM BFC

**ARTICLES OF MERGER**  
**(Profit Corporations)**

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 the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>The Associates(s) Consortium, LLC</u>	<u>Florida</u>	<u>L10000052864</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>George F. Carter Insurance Agency</u>	<u>Florida</u>	<u>H54204</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 07 / 01 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

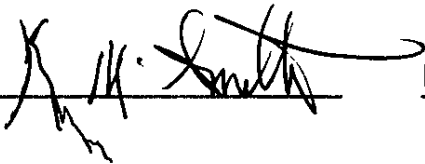
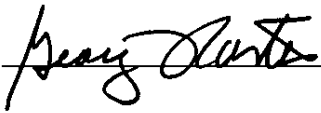
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 18, 2012.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

*[Handwritten signature]*

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
<u>The Associates(s)</u>		<u>Kevin M. Smith, Chief Operations Mgr.</u>
<u>Consortium, LLC</u>		
<u>George F. Carter</u>		<u>George F. Carter, President</u>
<u>Insurance Agency, Inc.</u>		

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**(Non Subsidiaries)**

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

## Jurisdiction

## Florida

## Jurisdiction

## Florida

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Signatures, or other

(Attach additional sheets if necessary)

11-12

**George F. Carter Insurance/ The Associate(s) Consortium, LLC**  
**Merge Plan Proposal**  
**Summary Annotations**

The following proposal in principal and at its essence is a desire of each party by mutual assent; to achieve synergies in growth, increase efficiency, and greater market visibility.

In order to achieve these objectives the following will take place;

First: George F. Carter will be ushered in as member associate and occupy the position of Senior Operations Manager/ Financial Service for The Associate(s) Consortium, LLC.

Secondly: George F. Carter will agree to and effect necessary steps to roll the George F. Carter Insurance Agency book of business to The Associate(s) Consortium, LLC and in exchange, receive a 10% equity stake in the aforementioned underlined entity; along with a commission compensation as outlined first in schedule B scenario and followed by schedule B scenario II.

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*GM- Bgc*

**Schedule B**

**Annual Estimate Commissions:**

**1,000,000 @ 12% = 120,000**

**Commission Split Scenario 11 - A**

**120,000 Gross Commissions**

First  
2 yrs

72k = 60% George F. Carter  
48k = 40% The Associate(s) Consortium, LLC  
- 6k = 5% GFC Annual Bonus/ Prorated Qtr

42k = Net The Associate(s) Consortium, LLC



14k = Office Expenses

14k = CSR / Admin

14k = IBA Producer Development

*KM- JFC*

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Commission Split Scenario II - B

120,000 Gross commissions

End o Initial  
2 yrs

84,000 = George F. Carter

36,000 = The Associate(s) Consortium, LLC

-6,000 = GFC Annual Bonus / Prorated Qtr.



Perpet al

30,000 = Net The Associate(s) Consortium, LLC



10K Office Expenses

10K CSR/ Admin

10K IBA Producer Development

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SM- gfc



## Merger Action Plan

- ↓
- I. The Associate(s) Consortium, LLC**  
Establish → D/B/A: George F. Carter Insurance
- April 3<sup>rd</sup>
- Execute new d/b/a logo registration
  - Realign E&O policy coverage(s)
- ↓
- II. Commence GFC Book of Business transfers and proper alignments with The Associate(s) Consortium, LLC**
- June 5<sup>th</sup>
- Purchase Jenesis Agency management system
  - Realign /establish new BOA sweep accounts for d/b/a GFC agency activities
- June 30  
- July
- \* Press Release – Celebration GFC 40<sup>th</sup> Anniversary/ The Associate(s) Consortium New Era Launch
- I. Commence establishment of new offices**
- Staffing

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gm- [Signature]

**GENERAL RESOLUTION OF**

The Associate(s) Consortium, LLC

A meeting of the Members/Managers of this LLC was duly called and held on 18<sup>th</sup> day of February 2012. A quorum of the Members/Managers were present at said meeting, and at the meeting it was decided, by majority vote that:

**RESOLVED**, that this LLC appoint George F. Carter as Sr. Operations Manager/ Financial Services

*The Officers are directed to perform all necessary acts to carry out this resolution.*

The undersigned, Annette Gadsden-Smith, certifies that he/she is the duly elected Secretary of this LLC and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the Members/Managers that was held in accordance with State law and the Operating Agreement of the LLC.

Dated: February 18<sup>th</sup>, 2012

Annette Gadsden-Smith  
Secretary

Annette Gadsden-Smith Member/Manager  
Deborah Astine Member/Manager  
Lelecia Fair Member/Manager  
M. Smith Member/Manager  
\_\_\_\_\_, Member/Manager  
\_\_\_\_\_, Member/Manager  
\_\_\_\_\_, Member/Manager

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*Handwritten signature*

**RESOLUTION AUTHORIZING ISSUANCE OF  
MEMBERSHIP UNITS TO A SPECIFIC PERSON OF**

**The Associate(s) Consortium, LLC**

RESOLVED, that the Officers of this LLC are hereby authorized and instructed to issue in the name of George F. Carter certificate for 500 membership units of this LLC, in consideration for services performed for the LLC, and the transference of the George F. Carter Insurance book of business to The Associate(s) Consortium, LLC. Upon this transference The Associate(s) Consortium, LLC exempts George F. Carter as a member/manager from compliance with the operating agreement terms stated in Article IX Section 9.5.

The undersigned, Annette Gadsden-Smith, certifies that he/she is the duly elected Secretary of this LLC and that the above is a true and correct copy of the resolution that was duly adopted at a meeting of the Members/Managers that was held in accordance with State law and the Operating Agreement of the LLC.

Dated: 2/18/2012

[Signature]  
President/ COM

Annette Gadsden-Smith  
Secretary

Annette Gadsden-Smith Member/Manager

Robert Astor Member/Manager

Telesia Fay Member/Manager

[Signature] Member/Manager

\_\_\_\_\_, Member/Manager

\_\_\_\_\_, Member/Manager

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[Signature]