

# L29946

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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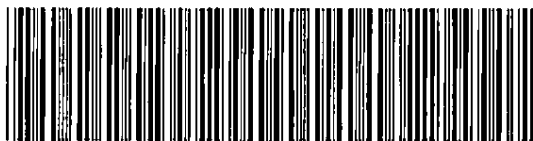
(Business Entity Name)

(Document Number)

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## 600417865466

10/25/23--01003--021 \*\*73.75

FILED  
2023 OCT 25 AM 8:45  
CLERK OF STATE  
TALLAHASSEE, FL

A. BUTLER  
NOV - 8 2023

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** EIG Services, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Tammie Tillous

Contact Person

EIG Services, Inc.

Firm/Company

P.O. Box 539003

Address

Henderson, NV 89053-9003

City/State and Zip Code

regulatory@employers.com

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

For further information concerning this matter, please call:

Tammie Tillous

Name of Contact Person

At ( 775 ) 313-6791

Area Code & Daytime Telephone Number

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

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## ARTICLES OF MERGER

FILED

2023 OCT 25 AM 8:45

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>EIG Services, Inc.</u>	<u>Florida</u>	<u>Corporation</u>	<u>L29946</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Elite Insurance Services, Inc.</u>	<u>Nevada</u>	<u>Corporation</u>	<u>N/A</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**December 31, 2023**

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed  
Name of Individual:

EIG Services, Inc.

Lori A. Brown

Lori A. Brown, Secretary

Elite Insurance Services, Inc.

Lori A. Brown

Lori A. Brown, Secretary

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

**AGREEMENT AND PLAN OF MERGER BETWEEN**

**EIG SERVICES, INC., a Florida Corporation**

**and**

**ELITE INSURANCE SERVICES, INC., a Nevada Corporation**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement") dated the 26 day of October, 2023, is made by and between EIG Services, Inc., a Florida corporation (referred to hereinafter as "ESI" or "Surviving Corporation"), and Elite Insurance Services, Inc., a Nevada corporation (hereinafter referred to as "Elite"). ESI and Elite are affiliates under common ownership of Employers Group, Inc., a Nevada corporation (hereinafter sometimes referred to as "Parent").

**WHEREAS**, ESI is wholly owned by Employers Group, Inc.;

**WHEREAS**, Elite is wholly owned by Employers Group, Inc.;

**WHEREAS**, subject to the terms and conditions of this Agreement, Elite shall be merged with and into ESI in accordance with Florida Business Organizations Act 607.1104 and pursuant Nevada Chapter 92A Mergers; Conversions, Exchanges and Domestications, and with the effects set forth in Section 607.1106 of the Florida Business Organizations Act and Nevada Revised Statutes 92A.250, ESI shall be the Surviving Corporation in the merger and shall continue to be governed by the laws of the State of Florida;

**WHEREAS**, the board of directors of the Parent, Employers Group, Inc., has adopted this Agreement, including the Plan of Merger embodied in this Agreement;

**WHEREAS**, the board of directors of ESI has adopted this Agreement, including the Plan of Merger embodied in this Agreement;

**WHEREAS**, the board of directors of Elite has adopted this Agreement, including the Plan of Merger embodied in this Agreement; and

**WHEREAS**, the Merger shall become effective at the time specified in the Articles of Merger that ESI and Elite will execute, which ESI shall deliver for filing to the Florida Department of State and the Nevada Secretary of State.

**NOW, THEREFORE**, for good and valuable consideration, the receipt of which is hereby acknowledged, the manner and basis of converting the shares of Elite into shares of ESI, and the manner and basis of converting rights to acquire shares of Elite into rights to acquire shares, obligations, and other securities of ESI are as follows:

1. The Merger

1.1. Effects of Merger

(a) At the effective date and time of the Merger ("Effective Date"), which shall be December 31, 2023 at 11:59 p.m. PST, ESI and Elite shall be merged with and into ESI (the "Merger").

(b) The effect of the Merger shall be as provided by this Agreement and the applicable provisions of the Florida Business Organizations Act including, without limitation, Section 607.1106 thereof.

(c) At the Effective Date, the separate existence of Elite shall cease, and ESI shall continue as the Surviving Corporation and shall continue to be governed by the laws of the State of Florida.

(d) At the Effective Date, (i) the bylaws of ESI, as in effect immediately prior thereto, shall continue in full force and effect and (ii) the articles of incorporation of ESI, as in effect immediately prior thereto, shall continue in full force and effect.

(e) Rights, Privileges, Liabilities. At the Effective Date, the Surviving Corporation, without further act, deed, or other transfer, shall retain or succeed to, and possess and be vested with, all the rights, privileges, immunities, powers, franchises and authority of Elite. All property and every interest therein, and all debts and other obligations of or belonging to or due to ESI and Elite, shall thereafter be taken and deemed to be held by or transferred to, or invested in, ESI, without further act or deed. ESI and Elite's title to any real estate shall not revert or in any way be impaired by reasons of the Merger. All of the rights of creditors of ESI and Elite shall be preserved unimpaired; as shall all liens upon the property of ESI or Elite. All debts, liabilities, obligations and duties of the respective corporations shall remain with or be attached to the Surviving Corporation and may be enforced against it to the same extent as if all of such items had been incurred or contracted by it.

(f) Directors and Officers. At the Effective Date of the Merger, the directors and officers of ESI immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation, and such directors and officers shall serve until they are removed or replaced in accordance with Articles of Incorporation and Bylaws of the Surviving Corporation.

(g) The Articles of Incorporation and Bylaws of ESI, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

1.2. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of ESI or Elite or the holders of any shares of capital stock of ESI or Elite:

(a) Common Shares of ESI. Each share of common stock, par value \$1.00 per share, of ESI issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding.

(b) Common Shares of Elite. Each share of common stock, par value \$0.01 per share, of Elite issued and outstanding immediately prior to the Effective Date, held in treasury by Elite, or owned, directly or indirectly, by Parent (or its affiliates, and other than any such shares so held in a fiduciary capacity) immediately prior to the Effective Date shall automatically be cancelled and retired and shall cease to exist.


2. Amendment, Termination and Abandonment of the Merger. Notwithstanding any approval of the Merger or this Agreement by the board of directors of the Parent, this Agreement may be amended, terminated, or abandoned at any time prior to the Effective Date.

3. Tax Treatment: It is intended that the Merger shall constitute a reorganization under 26 USC section 368(a) including, without limitation, subsection (1)(a) thereof and that

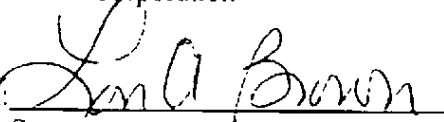
this Agreement shall constitute a Plan of Reorganization within the meaning under Treasury Regulation section 1.368-2(g) for all federal income tax purposes and to not take any position on any tax reporting position inconsistent with such treatment.

**IN WITNESS WHEREOF**, this Agreement and Plan of Merger having first been duly approved by the resolutions of the boards of directors of each of the parties, is hereby executed on behalf of each of the parties by their respective officers thereunto duly authorized.


EMPLOYERS GROUP, INC.  
A Nevada Corporation

By:   
Secretary

EIG SERVICES, INC.  
A Florida Corporation

By:   
Secretary

ELITE INSURANCE SERVICES, INC.  
A Nevada Corporation

By:   
Secretary