

Feb. 1. 2012 11:53AM
Division of Corporations

Korn & Zehmer, P.A.

No. 4236 P. 1
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L 31803

Florida Department of State
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MERGER OR SHARE EXCHANGE

The Dalton Agency, Inc.

Certificate of Status	0
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Merger

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**ARTICLES OF MERGER
FOR THE MERGER OF
KILGANNON, INC.,
a Georgia corporation,
into
THE DALTON AGENCY, INC.,
a Florida corporation
(the Surviving Corporation)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to sections 607.1105 and 607.1107, Florida Statutes.

1. The name of the surviving corporation is "The Dalton Agency, Inc." (Document Number L31803), a Florida corporation.
2. The name of the merging corporation is "Kilgannon, Inc." (Document Number J808740), a Georgia corporation.
3. A copy of a Plan of Merger is attached.
4. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Plan of Merger was adopted by the Board of Directors of The Dalton Agency, Inc., on January 31, 2012, and approved by the shareholders of The Dalton Agency, Inc., on January 31, 2012.
6. The Plan of Merger was adopted by the Board of Directors of Kilgannon, Inc., on January 31, 2012, and approved by the shareholders of Kilgannon, Inc., on January 31, 2012.

Date: February 1, 2012

The Dalton Agency, Inc.

By: James S. Dalton
Name: James S. Dalton
Title: President

Date: February 1, 2012

Kilgannon, Inc.

By: Rena Kilgannon
Name: Rena Kilgannon
Title: President

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**PLAN OF MERGER OF
KILGANNON, INC. WITH AND INTO THE DALTON AGENCY, INC.**

Pursuant to this Plan of Merger (the "Plan of Merger"), Kilgannon, Inc., a for-profit corporation existing under the laws of the State of Georgia, shall be merged with and into The Dalton Agency, Inc. ("Dalton Agency"), a for-profit corporation existing under the laws of the State of Florida.

ARTICLE I THE MERGER.

1.1 Merger. At the Effective Time, as hereinafter defined, subject to the terms and conditions of this Plan of Merger, Kilgannon, Inc. shall merge with and into The Dalton Agency, Inc., the separate existence of Kilgannon, Inc. shall cease, and The Dalton Agency, Inc. (the "Surviving Corporation") shall survive and the name of the Surviving Corporation remain "The Dalton Agency, Inc." By virtue of the Merger and without any action on the part of the holders thereof, each of the two hundred eighty (280) outstanding shares of Kilgannon, Inc. shall be converted into the right to receive .35 shares of common non-voting stock in The Dalton Agency, Inc. No shares of Kilgannon, Inc. shall be deemed to be outstanding or to have any rights other than those set forth above in this section 1.1 after the Effective Time. Any treasury or other shares owned by Kilgannon, Inc., if and to the extent not already cancelled or retired, shall be cancelled by virtue of the Merger and without any action on the part of any person. Each of the outstanding shares of Surviving Corporation's common stock outstanding immediately prior to the Effective Time shall continue to be issued and outstanding, and shall not be converted, exchanged or altered in any manner as a result of the Merger.

1.2 Effective Time. The Merger shall become effective at 12:01 a.m. on the date the Articles of Merger are filed with the Florida Department of State.

1.3 Capitalization. The number of authorized shares of capital stock of the Surviving Corporation shall be the same as immediately prior to the Merger.

1.4 Articles of Incorporation. The articles of incorporation of the Surviving Corporation in effect at the Effective Time shall be and remain the articles of incorporation of the Surviving Corporation.

1.5 Bylaws. The bylaws of the Surviving Corporation which have been approved by the parties hereto shall be and remain the articles of incorporation of the Surviving Corporation.

1.6 Properties and Liabilities of Kilgannon, Inc. And The Dalton Agency, Inc. At the Effective Time, the separate existence and corporate organization of Kilgannon, Inc. shall cease, and The Dalton Agency, Inc. shall thereupon and thereafter, to the extent consistent with applicable law and with its articles of incorporation and the changes, if any, provided by the Merger, possess all the rights, privileges, immunities, liabilities and franchises, of a public as well as a private nature, of Kilgannon, Inc. without further act or deed.

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1.7 Directors and Officers. At and as of the Effective Time, the Board of Directors of the Surviving Corporation will be expanded to six (6) members, and the following persons shall be appointed as members of the Board: James S. Dalton, David A. Jorserand, Michael R. Munz, Patrick E. McKinney, Rena Kilgannon and Michael Reineck. At and as of the Effective Time, the officers of the Surviving Corporation shall be as follows:

President	James S. Dalton
Vice President	Rena Kilgannon
Vice President	David A. Jorserand
Vice President	Michael R. Munz
Vice President	Michael Reineck
Secretary	Patrick E. McKinney
Treasurer	JoAnn Stephens

ARTICLE II. MISCELLANEOUS.

2.1 Counterparts. This Agreement may be executed in two or more counterparts which shall be deemed to constitute a single Agreement.

2.2 Governing Law. The parties agree that the interpretation, legal effect and enforcement of this Agreement shall be governed by the laws of the State of Florida, without giving effect to rules or provisions regarding choice of law.

2.3 Headings. The section, paragraph and other headings contained in this Agreement are inserted for convenience only and shall not be deemed a part of this Agreement or otherwise affect the construction of any provisions hereof.

2.4 Assignment. Neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned by any of the parties hereto (whether by operation of law or otherwise) without the prior written consent of the other parties. Subject to the preceding sentence, this Agreement shall be binding upon, inure to the benefit of and be enforceable by the parties and their respective successors and assigns.

Date: February 1, 2012

The Dalton Agency, Inc.

By: James S. Dalton

Name: James S. Dalton

Title: President

Date: February 1, 2012

Kilgannon, Inc.

By: Rena Kilgannon

Name: Rena Kilgannon

Title: President

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