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TALLAHASSEE, FLORIDA

OCT - 9 2003

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September 12, 2003

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

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2003 OCT -7 PM 1:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: Articles of Merger and Plan of Merger

To Whom It May Concern:

Please find enclosed Articles of Merger and an attached Plan of Merger regarding the merger of Insurance Industry Partners, L.C. with and into American Superior Holding Company, L.C. Please also find enclosed our firm's check in the amount of \$50.00 for the appropriate filing fee.

Also, I have enclosed an additional copy of each of the documents to be stamped as filed and return to our office in the enclosed self-addressed, stamped envelope for our internal records.

Thank you for your attention to this matter. Should you have any questions, or need any additional information, please feel free to contact me.

Very truly yours,

HARNED, BACHERT & DENTON, LLP



Stephanie McGehee-Shacklette

SLM/ans
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 22, 2003

STEPHANIE MCGEHEE-SHACKLETTE
HARNED, BACHERT & DENTON, LLP
PO BOX 1270
BOWLING GREEN, KY 42102-1270

SUBJECT: AMERICAN SUPERIOR HOLDING COMPANY, L.C.
Ref. Number: L97000000772

We have received your document for AMERICAN SUPERIOR HOLDING COMPANY, L.C. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 103A00052124

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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September 30, 2003

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

FILED
2003 OCT -7 PM 1:28
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RE: American Superior Holding Company, L.C.

To Whom It May Concern:

Please find enclosed Articles of Merger and Plan of Merger regarding Insurance Industry Partners, L.C. and American Superior Holding Company, L.C. We are returning these documents to your office pursuant to correspondence from your office dated September 22, 2003, a copy of which is enclosed herewith.

Thank you for your attention to this matter. Should you have any questions or need any additional information, please feel free to contact me.

Very truly yours,

HARNED, BACHERT & DENTON, LLP



Stephanie McGehee-Shacklette

SLM/ans
Enclosures

**ARTICLES OF MERGER OF INSURANCE INDUSTRY PARTNERS, L.C.
WITH AND INTO AMERICAN SUPERIOR HOLDING CO., L.C.**

The following Articles of Merger are being filed pursuant to the provisions of F.S. 608.4382 to reflect the merger of Insurance Industry Partners, L.C., a limited liability company organized and existing under the laws of Florida, with and into American Superior Holding Co., L.C., a limited liability company organized and existing under the laws of Florida. # 100000015547 # L97000000772

1. Attached hereto, marked Exhibit A, and incorporated herein by reference, is a copy of the Plan of Merger.
2. The Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.
3. The effective date of the merger shall be the date of filing of the Articles of Merger with the Florida Department of State. However, for accounting purposes, the parties to hereto will treat the merger as taking effect on July 1, 2003.
4. The name of the surviving corporation is American Superior Holding Co., L.C., and it is to be governed by the laws of the State of Florida.

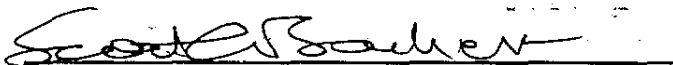
Dated: 9-29-03

INSURANCE INDUSTRY PARTNERS, L.C.



SCOTT A. BACHERT
Secretary

AMERICAN SUPERIOR HOLDING COMPANY, L.C.



SCOTT A. BACHERT
Secretary

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

This Plan of Merger, made this 1st day of July, 2003, between **American Superior Management Company, L.C.**, a Florida limited liability company, having its principal office at Lakeside Office Center, 600 North Pine Island Road, Suite 400, Plantation, Florida, and **Insurance Industry Partners, L.C.**, a Florida limited liability company, having its principal office address at Lakeside Office Center, 600 North Pine Island Road, Suite 400, Plantation, Florida.

1. Surviving Company.

a. Insurance Industry Partners, L.C. shall be the non-surviving company, and all references in this plan of merger to "non-surviving company" shall be to that entity.

b. American Superior Management Company, L.C. shall be the surviving company, and all references in this plan of merger to "surviving company" shall be to that entity.

2. Terms and Conditions of the Merger.

a. The Articles of Organization of American Superior Management Company, L.C. shall continue to be its Articles of Organization following the effective date of the merger, until the same shall be altered or amended.

b. The Operating Agreement of American Superior Management Company, L.C. shall be and remain the Operating Agreement of the surviving company until altered, amended, or repealed.

c. The Managers and officers of American Superior Management Company, L.C. in office on the effective date of the merger shall continue in office and shall constitute the Managers and officers of American Superior Management Company, L.C. for the term elected until their respective successors shall be elected or appointed and qualified.

3. Rights, Privileges and Liabilities.

a. On the effective date of the merger, American Superior Management Company, L.C. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the non-surviving company; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to the non-surviving company shall be deemed to be transferred to and vested in American Superior Management Company, L.C. without further act or deed, and the title to any property or any interest therein, vested in the non-surviving company shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, American Superior Management Company, L.C. shall be deemed responsible and liable for all the liabilities and obligations of the non-surviving company; and any claims existing by or against the non-surviving company may be

prosecuted to judgment as if the merger had not taken place, or American Superior Management Company, L.C. may be substituted in place of the non-surviving company. The rights of the creditors shall not be impaired by the merger. American Superior Management Company, L.C. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the non-surviving company.

4. Conversion of Interest.

The manner and basis of converting the interests of the non-surviving company into shares of the surviving company is as follows:

(a) Each unit of interest of Insurance Industry Partners, L.C. issued and outstanding of the effective date of the merger shall become null and void, so that outstanding units of ownership of American Superior Management Company, L.C. issued prior to the effective date of the merger shall then be the issued and outstanding units of interest of the surviving entity.

5. Managers of Surviving Entity.

The names and business addresses of the Managers of American Superior Holding Company as of the effective date of the merger are as follows:

Vince Berta
911 College Street
Bowling Green, KY 42101

Richard Duer
7090 Central Parkway
Stuart, FL 34994

Tom Ladt
4323 Comenche Trail
Louisville, KY 40207

Tim A. Renfro, Sr.
600 N. Pine Island Road
Suite 400
Plantation, FL 33324

Joe Cook
908 Bent Creek Court
Bowling Green, KY 42103

Greg Hudson
230 Greg Hudson Drive
Providence, KY 42450

William Latta
334 North Water Street
Henderson, KY 42420

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J. L. HARRIS, REGISTRAR
TALLAHASSEE, FLORIDA

6. Expenses.

American Superior Management Company, L.C. shall pay all the expenses of accomplishing the merger.

7. Subsequent Acts.

If at any time American Superior Management Company, L.C. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in American Superior Management Company, L.C., the title to any

property or rights of the non-surviving company or to otherwise carry out the provisions hereof, the proper officers and Managers of the non-surviving company as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in American Superior Management Company, L.C., and to otherwise carry out the provisions hereof.

8. Abandonment of Merger.

At any time prior to the filing of the articles of merger with the with the Secretary of State of Florida, the proposed merger may be abandoned by American Superior Management Company, L.C. pursuant to this provision.

9. Effective Date of Merger.

The effective date of the merger shall be July 1, 2003.

In witness whereof, at least seventy-five percent (75%) of the Managers and Members of American Superior Management Company, L.C., and at least seventy-five percent (75%) of the Managers and Members of Insurance Industry Partners, L.C. approved this plan of merger on the 27th day of June, 2003.

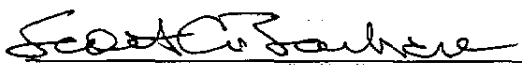
SURVIVING COMPANY:

American Superior Management Company, L.C.


SCOTT A. BACHERT
Secretary

NON-SURVIVING COMPANY:

Insurance Industry Partners, L.C.


SCOTT A. BACHERT
Secretary

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JULIUS ROSE INCORPORATIONS
TALLAHASSEE, FLORIDA