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11-30-07

Merger

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07 NOV 27 AM 11:47

FILED

T. Roberts NOV 30 2007

Paul M. Harmon, General Counsel & Secretary
Kathy Smith Whitman, Deputy General Counsel

Jerry W. Quick, Senior Counsel
David B. Stumpf, Senior Counsel

Office of the General Counsel

Jonathan F. Allen
Andrew S. Bender
Brian G. Cahill
Carol G. Crissman
Ryan D. Gammelgard
Virginia L. Eves
Laura A. Harmon
James M. Jacobs
Joshua R. Johnson
Kristen L. Kroger
John R. Novack
Shannon K. Owen
Linda B. Potts
Jennifer L. Vance
Joy L. Vokac

November 21, 2007

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

Re: Cotton States Marketing Resources, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Merger for Cotton States Marketing Resources, Inc., to be known as CS Marketing Resources, Inc. effective November 30, 2007. Also, enclosed please find a check in the amount of \$78.25 to cover the filing fee and to provide us with a certified copy, additionally enclosed. Please remit the certified copy to me at the address below.

If you have any questions, please feel free to contact us.

Very truly yours,

OFFICE OF THE GENERAL COUNSEL



Linda B. Potts

Enclosures

ILLINOIS AGRICULTURAL ASSOCIATION* and AFFILIATED COMPANIES
1701 Towanda Avenue/P. O. Box 2901/Bloomington, Illinois 61702-2901
Telephone: 309/557-2542 - To call writer direct: 309/557-2193
Internet E-Mail: lpotts@ilfb.org
Fax: 309/557-2211

Agricultural Support Association • AgriVisor* Services, Inc. • CC Services, Inc. • Cotton States Life Insurance CompanySM • Cotton States Marketing Resources, Inc.* • Cotton States Mutual Insurance CompanySM • COUNTRY* Capital Management Company • COUNTRY Casualty Insurance Company* • COUNTRY Investors Life Assurance Company* • COUNTRY Life Insurance Company* • COUNTRY* Mutual Funds Trust • COUNTRY Mutual Insurance Company* • COUNTRY Preferred Insurance Company* • COUNTRY Trust Bank* • CSI Brokerage Services, Inc. • East Side Jersey Dairy, Inc. • Holyoke Mutual Insurance Company in Salem • Holyoke Square, Inc. • IAA Credit UnionSM • IAA Foundation • Ice Cream Specialties, Inc. • Illinois Agricultural Auditing Association • Illinois Agricultural Holding Co. • Illinois Agricultural Service Company • Middlesex Mutual Assurance Company • Midfield Corporation • Modern Service Insurance Company • MSI Preferred Insurance Company • Mutual Service Life Insurance Company • PFD Supply Corporation • Prairie Farms Dairy, Inc. • Shield Insurance Company

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CS Marketing Resources, Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Lyn Potts
(Contact Person)

Office of the General Counsel
(Firm/Company)

1701 Towanda Avenue
(Address)

Bloomington, IL 61701
(City/State and Zip Code)

For further information concerning this matter, please call:

Lyn Potts At (309) 557-2193
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ 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

11-30-07

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>
CS Marketing Resources, Inc.	Florida	M32364

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CSI Brokerage Services, Inc.	Georgia	P25433

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on November 30, 2007.

FIFTH: Adoption of Merger by surviving corporation –

The Plan of Merger was adopted by the board of directors of the parent owning more than 80% of the stock of the surviving corporation on 11/12/07 and shareholder approval was not required.

SIXTH: Adoption of Merger by merging corporation –

The Plan of Merger was adopted by the board of directors of the parent owning more than the requisite percentage of the stock of the merging corporation on 11/12/07 and shareholder approval was not required.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

CS Marketing Resources, Inc.

Barbara G Bamer

Barbara A. Baurer, President & Vice Chairman

CSI Brokerage Services, Inc.

Barbara & Bauer

Barbara A. Baurer, President & Vice Chairman

2 2

[illegible]

(continued)

Figure 1

PLAN OF MERGER
CSI BROKERAGE SERVICES, INC.
AND
COTTON STATES MARKETING RESOURCES, INC.
AS SUBSIDIARIES OF
COTTON STATES LIFE INSURANCE COMPANY

This Plan of Merger ("Plan") sets forth the terms and conditions under which Cotton States Life Insurance Company ("Parent"), a Georgia Insurance Company, will cause the merger of its wholly-owned subsidiaries, CSI Brokerage Services, Inc., a Georgia corporation, with and into and Cotton States Marketing Resources, Inc., a Florida corporation (together, the "Subsidiaries").

A

CSI Brokerage Services, Inc., of Atlanta, Georgia, hereinafter sometimes referred to as "CSI", which has accepted the benefits of and the provisions of and is operating under the Georgia Business Corporation Code (the "GBCC"), shall be merged with and into Cotton States Marketing Resources, Inc., hereinafter sometimes referred to as "CSMR," which has accepted the benefits of and the provisions of and is operating under the Florida Business Corporation Act (the "Florida BCA") and which shall be the surviving corporation, subject to the terms stated herein. CSMR shall be governed by the Laws of Florida, including the Florida BCA.

B

The terms and conditions of the proposed merger and the mode of carrying the same into effect are as follows:

1. On the Effective Date of said merger, CSI and CSMR, hereinafter sometimes referred to as "the merging corporations," shall become a single corporation. The separate existence of CSI shall cease, but the existence of CSMR shall continue, subject to this Section B.

2. The Articles of Incorporation of CSMR, shall continue to be its Articles of incorporation following the Effective Date, except that, *effective on the date of the merger*, the Articles of Incorporation of CSMR shall be amended and restated by the sole shareholder of CSMR to:

- a. change the name of CSMR to CS Marketing Resources, Inc. (the "Surviving Corporation");
- b. delete the names and addresses of the initial directors;
- c. delete the name and address of the initial registered agent; and
- d. make any other necessary changes to update the Articles of Incorporation.

3. On the Effective Date, the bylaws of CSMR shall be the bylaws of the Surviving Corporation, except that the bylaws shall be amended to reflect the name change, and shall be and remain the bylaws of the Surviving Corporation until altered, amended or repealed.

4. The officers and directors of the Surviving Corporation in office on the Effective Date shall continue in office and shall constitute the directors and officers of the Surviving Corporation for the term elected until their respective successors shall be elected or appointed and qualified.

C

1. On the Effective Date, Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature, of CSI, and shall be subject to all of the restrictions, disabilities and duties of CSI. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest of or belonging to or due CSI, shall be deemed to be transferred to and vested in Surviving Corporation without further act or deed, and the title to any property or any interest in the same, vested in CSI shall not revert or be in any way impaired by reason of the merger.

2. On the Effective Date, Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of CSI.

D

The manner and basis of converting the shares of each of the merging corporations is as follows:

1. Parent at present owns all of the outstanding shares of common stock in CSI. The number of shares which CSI has authority to issue and the number of shares which are issued and outstanding are as follows:

<u>Class</u>	<u>Number of Shares Authorized</u>	<u>Number of Shares Issued</u>	<u>Par Value Per Share</u>
Common Stock	1,000,000	100,000	\$1.00

2. On the Effective Date, all outstanding shares of stock in CSI shall be cancelled, since the Parent holds 100% of the outstanding common stock for both CSI and CSMR.

3. The shares of common stock of CSMR, whether authorized or issued on the Effective Date, shall not be converted, exchanged or otherwise affected as a result of the merger, and no new shares of stock shall be issued by reason of this merger. On the Effective Date, the presently issued and outstanding stock of CSMR shall continue as the same stock of the Surviving Corporation.

E

1. The Plan of Merger shall be binding upon CSI and CSMR only when the merger is approved by a majority of the Board of Directors of the Parent, which owns 100% of the outstanding shares of the Subsidiaries. There are no other shareholders of the Subsidiaries who are entitled to vote or dissent from the merger.

2. This Plan of Merger is intended to qualify under and be in accordance with the GBCC and the Florida BCA regarding mergers of subsidiaries.

3. The Board of Directors of Parent, and, subject to the directors, the officers of Parent, shall have authority to do or authorize any and all acts and things as provided for in the Plan, and any and all such further acts and things as they may consider desirable to carry out the purposes

of the Plan, including the preparation, execution, and filing of all such certificates, documents, forms or other papers which may be necessary or appropriate to implement the Plan. The directors of Parent shall have authority to authorize such variations from or amendments to the provisions of the Plan as may be necessary or appropriate to effect the merger between CSMR and CSI in accordance with the law. The death, resignation, or other disability of a director or officer of Parent shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan. The failure to fill any vacancy shall not impair the authority of the surviving or remaining directors or officers to exercise any of the powers provided for in the Plan.

4. The Plan of Merger shall be effective on November 30, 2007 (the "Effective Date"). Upon this merger becoming effective, shares in CSI shall cease to exist. The holders of such shares now issued shall thereupon cease to be holders of such shares, whether or not certificates or notices representing shares of CSI are then issued and delivered.

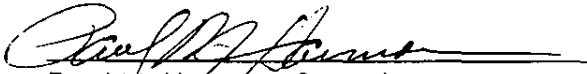
5. Prior to the filing of the Articles of Merger by the Secretary of State, the Board of Directors of the Parent may elect to abandon the merger, in which event the Articles of Merger shall not be filed and the plan of merger shall not be effective.

For the Parent:
COTTON STATES LIFE INSURANCE COMPANY


John D. Blackburn, Chairman of the Board

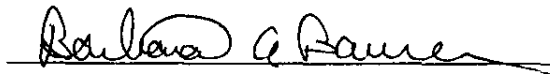
Date: _____

Attest:


Paul M. Harmon, Secretary

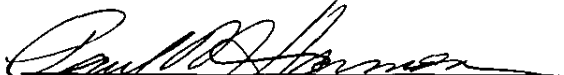
Date: _____

For the Subsidiary:
CSI Brokerage Services, Inc.


Barbara A. Baurer, President and
Vice Chairman


Date: _____

Attest:


Paul M. Harmon, Secretary


Date: _____

For the Subsidiary:
Cotton States Marketing Resources, Inc.


Barbara A. Baurer, President and
Vice Chairman

Date: _____

Attest:


Paul M. Harmon, Secretary

Date: _____