M98000000215

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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04/16/09--01006--006 **46.25

FILED
2009 APR 15 AM 10: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
4-16-2009
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Trustway Insurance Agencies, 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:

Mark Hain
(Contact Person)

AssuranceAmerica Corporation
(Firm/Company)

5500 Interstate North Parkway Suite 600
(Address)

Atlanta, Georgia 30328
(City/State and Zip Code)

For further information concerning this matter, please call:

Katina Simmons At (770) 952-0200 ext. 6320
(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

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 18, 2009

MARK HAIN
ASSURANCEAMERICA CORPORATION
5500 INTERSTATE N. PARKWAY, STE. 600
ATLANTA, GA 30328

SUBJECT: TRUSTWAY INSURANCE AGENCIES, LLC
Ref. Number: M98000000215

We have received your document for TRUSTWAY INSURANCE AGENCIES, LLC and check(s) totaling $43.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of $46.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

You have to pay 25.00 for the LLC, and 35.00 for the corporation as the filing fee for the merger. Since the LLC is the survivor the certified copy is on the LLC not the corporation, the certified copy is 30.00.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 609A00009245

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

Name	Jurisdiction	Document Number (If known/ applicable)
Trustway Insurance Agencies, LLC	Delaware	M98000000215

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

Name	Jurisdiction	Document Number (If known/ applicable)
Apple Insurance Mall of Sarasota, Inc.	Florida	P96000047922

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 ____/____/____ (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 02/19/2009 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 ____________.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 02/19/2009 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer or Director	Typed or Printed Name of Individual & Title
Trustway Insurance Agencies, LLC	[signature]	Mark Hain, Executive VP, Secretary
Apple Insurance Mall of Sarasota, Inc	[signature]	Mark Hain, Executive VP, Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name	Jurisdiction
Trustway Insurance Agencies, LLC	Delaware M98000000215

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

Name	Jurisdiction
Apple Insurance Mall of Sarasota, Inc.	Florida P06000047222

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Trustway Insurance Agencies, LLC	Delaware

The name and jurisdiction of each **subsidiary** corporation:

Name	Jurisdiction
Apple Insurance Mall of Sarasota, Inc.	Florida

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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Conversion of the Surviving Company's Equity Interests - All of the Surviving Company's equity interests that is outstanding immediately prior to the Effective Time shall continue to be issued and outstanding after the Merger.

Conversion of the Merging Parties Shares/Interests. - Each share of the Merging Party's common stock and equity interest, that is issued and outstanding immediately prior to the Effective Time shall be cancelled and no stock or equity interest, securities, cash, property or other securities of any other corporation or entity shall be issued or given in exchange therefor.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: