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## MERGER OR SHARE EXCHANGE

Southern Coastal Insurance Agency, Inc.

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ARTICLES OF MERGER  
PARISH FINANCIAL SERVICES, INC.  
(a Louisiana corporation)

WITH AND INTO

SOUTHERN COASTAL INSURANCE AGENCY, INC.  
(a Florida corporation)

Pursuant to the provisions of Sections 607.1105 and 607.1107 of the Florida Statutes, these Articles of Merger provide as follows:

ARTICLE I  
Name of Surviving Corporation

The names and states of incorporation of the corporations, which are parties to the merger (the "Merger"), are:

Name	State of Incorporation
Parish Financial Services, Inc.	Louisiana
Southern Coastal Insurance Agency, Inc.	Florida

Southern Coastal Insurance Agency, Inc. shall be the surviving corporation.

ARTICLE II  
Plan of Merger

The Plan of Merger is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE III  
Approval of the Plan of Merger

The Board of Directors of Southern Coastal Insurance Agency, Inc. adopted and approved the Plan of Merger on December 5, 2008 in accordance with Florida law. Under Florida law, approval of the Plan of Merger by the shareholders of Southern Coastal Insurance Agency, Inc. was not required.

The Board of Directors of Parish Financial Services, Inc. adopted and approved the Plan of Merger on December 5, 2008 in accordance with Louisiana law and voted to submit the Plan of Merger to a vote of the sole shareholder of Parish Financial Services, Inc. with a unanimous recommendation that the Plan of Merger be approved. The Plan of Merger, having been so submitted to the sole shareholder of Parish Financial Services, Inc., as a separate proposal, was approved by the sole shareholder by written consent in lieu of a Special Meeting of such shareholder on December 5, 2008.

ARTICLE IV  
Effective Time of Merger

These Articles of Merger and the Merger shall become effective on December 5, 2008 at 7:00 P.M. Eastern Time.

Dated this 5th day of December, 2008.

PARISH FINANCIAL SERVICES, INC.  
a Louisiana corporation

By:   
Name: Gary B. Blossman  
Title: President

SOUTHERN COASTAL INSURANCE AGENCY,  
INC.  
a Florida corporation

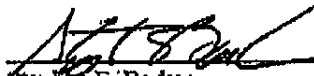
By:   
Name: Stephen E. Barker  
Title: Vice President and Treasurer

EXHIBIT A

## PLAN OF MERGER

Pursuant to this Plan of Merger (the "Plan of Merger"), dated as of the 5th day of December, 2008, Parish Financial Services, Inc., a corporation organized and existing under the laws of the State of Louisiana, shall be merged with and into Southern Coastal Insurance Agency, Inc., a corporation organized and existing under the laws of the State of Florida.

### SECTION 1 DEFINITIONS

1.1 Effective Time. "Effective Time" shall mean the time at which the Merger contemplated by this Plan of Merger becomes effective pursuant to the laws of the State of Louisiana and Florida, as determined in accordance with Section 2.2 of this Plan of Merger.

1.2 Surviving Corporation. "Surviving Corporation" shall refer to Southern Coastal Insurance Agency, Inc. as the corporation surviving the Merger.

1.3 Acquired Corporation. "Acquired Corporation" shall refer to Parish Financial Services, Inc.

1.4 Merger. "Merger" shall refer to the merger of the Acquired Corporation with and into the Surviving Corporation as provided in Section 2.1 of this Plan of Merger.

### SECTION 2 TERMS OF MERGERS

2.1 Merger. Subject to the terms and conditions set forth in this Plan of Merger, at the Effective Time, the Acquired Corporation shall be merged with and into Surviving Corporation in accordance with applicable provisions of the Louisiana Business Corporation Law and the Florida Business Corporation Act. Surviving Corporation shall be the surviving corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Florida under the corporate name "Southern Coastal Insurance Agency, Inc." The Merger shall be consummated pursuant to the terms of this Plan of Merger, which has been approved by the Board of Directors of Surviving Corporation.

2.2 Effective Time. The Merger contemplated by this Plan of Merger shall be effective on December 5, 2008 at 6:00 P.M Central Time.

2.3 Surviving Corporation. The business of Surviving Corporation from and after the Effective Time shall continue to be that of a corporation organized and existing under the laws of the State of Florida. The business shall be conducted from its main offices and at its legally established branches and offices, which shall also include the offices of the Acquired Corporation.

2.4 Assumption of Rights. At the Effective Time, the separate existence of the corporate organization of the Acquired Corporation shall be merged into Surviving Corporation. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time and thereafter, except as otherwise provided herein, all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, of the Acquired Corporation, and all property, real, personal, and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to the Acquired Corporation shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Acquired Corporation shall not revert or be in any way impaired by reasons of the Merger. All rights, franchises, and interests of the Acquired Corporation in and to every type of property (real, personal, and mixed) and all choses in action of the Acquired Corporation shall be transferred to and vested in the Surviving Corporation without any deed or other transfer. The Surviving Corporation, upon consummation of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises, and interests, including appointments, designations, and nominations, and all other rights and interests as trustee, executor, administrator, registrar of stocks and bonds, guardian of estates, assignee, receiver, and committee of estates of incompetent persons, and in every other fiduciary capacity, in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by the Acquired Corporation at the Effective Time.

2.5 Assumption of Liabilities. All liabilities and obligations of the Acquired Corporation of every kind and description shall be assumed by the Surviving Corporation, and the Surviving Corporation shall be bound thereby in the same manner and to the same extent that the Acquired Corporation was so bound at the Effective Time.

2.6 Articles of Incorporation. The articles of incorporation of the Surviving Corporation as they exist at the Effective Time shall remain in full force and effect after the Effective Time and shall not be amended by virtue of the Merger.

2.7 Bylaws. The bylaws of the Surviving Corporation as they exist at the Effective Time shall remain the bylaws of the Surviving Corporation until altered or amended as provided in such bylaws.

2.8 Board of Directors. The directors of the Surviving Corporation shall continue to serve as the directors of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

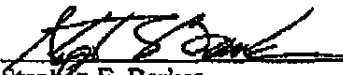
2.9 Officers. The officers of the Surviving Corporation shall continue to serve as the officers of the Surviving Corporation, and shall hold office from and after the Effective Time until their respective successors are elected and qualify.

SECTION 3  
MANNER OF CONVERTING SHARES

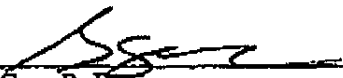
The issued and outstanding shares of the Acquired Corporation shall be cancelled and cease to exist by virtue of the Merger at the Effective Time. The issued and outstanding shares of the Surviving Corporation shall remain issued and outstanding and shall be unaffected by the Merger.

IN WITNESS WHEREOF, the below parties have caused this Plan of Merger to be executed by their officers duly authorized as of the date first written above.

**SOUTHERN COASTAL INSURANCE AGENCY,  
INC.**

By:   
Name: Stephen E. Barker  
Title: Vice President and Treasurer

**PARISH FINANCIAL SERVICES, INC.**

By:   
Name: Gary B. Blossman  
Title: President