



CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-559-1500

ACCOUNT NO. : I20000000195

REFERENCE : 127643 7175508

AUTHORIZATION :



COST LIMIT : \$70.00

ORDER DATE : January 9, 2020

ORDER TIME : 2:22 PM

ORDER NO. : 127643-010

CUSTOMER NO: 7175508

ARTICLES OF MERGER

UNITED AUTOMOBILE INSURANCE  
GROUP, INC.

INTO

UGU HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** UGU HOLDINGS, 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:

HEIDI KIGHT

Contact Person

LEVENFELD PEARLSTEIN LLC

Firm/Company

2 N. LASALLE STREET, SUITE 1300

Address

CHICAGO, ILLINOIS 60602

City/State and Zip Code

HKIGHT@LPLEGAL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

HEIDI KIGHT

Name of Contact Person

At ( 312 ) 475-7515

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

# **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> (If known/ applicable)
UGU HOLDINGS, INC.	DELAWARE	6815363

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
United Automobile Insurance Group, Inc.	FLORIDA	P00000064008

FILED  
20 JAN 10 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 January 9, 2020.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 January 9, 2020.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ 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

UGU Holdings, Inc.

Richard P. Parrillo, Sr., President & Director

United Automobile Insurance Group, Inc

Richard P. Parrillo, Sr., President & Director

FILED  
20 JAN 10 AM 10:05  
STANDARD TIME  
TALLAHASSEE, FLORIDA  
7

## **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

UGU HOLDINGS, INC.

DELAWARE

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

Name

Jurisdiction

United Automobile Insurance Group, Inc.

FLORIDA

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

See attached Plan of Merger.

**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)

FILED  
20 JAN 10 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT  
of  
MERGER  
of  
UNITED AUTOMOBILE INSURANCE GROUP, INC.  
into  
UGU HOLDINGS, INC.

Pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL").  
Pursuant to Chapter 607.1101 of the Florida Statutes (F.S.).

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into as of the 9th day of January, 2020 by and between UGU Holdings, Inc., a Delaware corporation ("UGUH"), and United Automobile Insurance Group, Inc., a Florida corporation ("UAIG") ("UGUH" and "UAIG" are sometimes hereinafter collectively referred to as the "Constituent Entities").

WHEREAS, UAIG was heretofore incorporated under the laws of the State of Florida, its Certificate of Incorporation having been filed in the office of the Secretary of State of Florida on June 30, 2000; and

WHEREAS, the registered office of UAIG is 1313 NW 167 Street, Miami Gardens, Florida and Paul Susz is the registered agent therein, in charge thereof, upon whom process against UAIG may be served within said state; and

WHEREAS, UGUH was heretofore formed under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the office of the Secretary of State of Delaware on March 26, 2018; and

WHEREAS, the registered office of UGUH is 251 Little Falls Drive, Wilmington, Delaware 19808 and The Corporation Service Company is the registered agent therein, in charge thereof, upon whom process against UGUH may be served within said state; and

WHEREAS, UAIG has an authorized capital consisting of 10,000,000 Common shares without par value of which 2,283,865 Common shares are issued and outstanding; and

WHEREAS, the shareholder and Board of Directors of UGUH and the shareholders and Board of Directors of UAIG deem it advisable, and in the best business interests of the Constituent Entities, to reduce operating costs and facilitate operating efficiencies, and otherwise generally to the advantage and welfare of each of said Constituent Entities and their respective shareholders, to merge said Constituent Entities under and pursuant to the provisions of the DGCL and F.S. with effect upon filing of the Certificate of Merger;

NOW THEREFORE, in consideration of the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the said parties hereto, and in accordance with the Acts, that UAIG and UGUH are hereby merged into one company (the "Merger"), wherein UGUH shall be the surviving corporation. The separate existence of UAIG shall cease.

AND the parties hereto do, by these presents, agree to and prescribe the terms and conditions of the Merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect said parties hereto deem necessary, and the parties hereto do mutually and severally agree and covenant to observe, keep and perform, that is to say:

ARTICLE 1

UAIG shall be and is hereby merged into UGUH pursuant to the DGCL with effect upon filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time of the Merger").

ARTICLE 2

UGUH shall be the survivor of the merger (the "Survivor").

ARTICLE 3

The manner of converting the shares of common stock and interests of the Constituent Entities is as follows:

As of the Effective Time of the Merger, for each issued and outstanding share of common stock of UAIG, UGUH will issue to such shareholders 0.00067375 shares of common stock of UGUH, and the common stock of UAIG shall be cancelled and no cash or other property shall be issued in exchange therefor. No changes shall be made to the issued and outstanding shares of the Survivor that were issued and outstanding immediately prior to the Effective Time of the Merger.

ARTICLE 4

4.1 The name, as amended, identity, existence, franchises, rights and immunities of UGUH shall continue unaffected and unimpaired. Survivor shall possess the powers, privileges and rights granted by and shall be governed by and subject to this Agreement.

4.2 The Certificate of Incorporation of UGUH shall be the Certificate of Incorporation of the Survivor as the same shall be in effect on the effective date of the Merger. The by-laws of UGUH shall be the by-laws of the Survivor until duly changed or further amended.

4.3 The name and organization of UAIG, except insofar as the same is continued by statute (or transferred to or retained by UGUH), shall cease as soon as this Agreement shall have been authorized, adopted, approved, signed, acknowledged and the Certificate of Merger is filed with the Secretary of State of Delaware as required by the DGCL.

ARTICLE 5

5.1 At any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware, this Agreement may be amended, altered or repealed and other provisions authorized by the DGCL at the time in force may be added or inserted in the manner and at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Constituent Entities by this Agreement are granted subject to the provisions of this Article 5.

5.2 At any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware, this Agreement may be terminated by the board of directors of either of the Constituent Entities.

ARTICLE 6

6.1 Upon the consummation of the Merger hereby provided for, each and every right, privilege, power, and franchise, and each and every other interest of each of the Constituent Entities, shall

be thereafter as fully and effectually the property of Survivor as though they were the property of each of the Constituent Entities; *provided, however,* that all rights of creditors and all liens upon any property of the parties hereto, and the title to any real estate, whether by deed or otherwise, vested in UGUH shall not revert or be in any way unpaired by reason of the Merger, and shall be preserved unimpaired; and all rights of creditors, debts, liabilities and duties of UAIG shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said rights of creditors, debts, liabilities and duties had been incurred or contracted by Survivor.

6.2 If at any time Survivor shall deem or be advised that any further assignments, assurances in the law or other things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of UAIG, said UAIG and/or UGUH, and their proper officers and directors, shall and will execute and do all such proper assignments, assurances in the law and other things necessary or proper to vest title to such property in and otherwise to carry out the purposes of this Agreement.

#### ARTICLE 7

This Agreement shall be adopted and executed by each of the Constituent Entities in accordance with the provisions of the DGCL and F.S. and shall take effect, subject to the terms of this Agreement, and shall be deemed and taken to be the agreement and act of merger of the Constituent Entities, upon the adoption thereof by the written consent given by the holders of record of the total number of outstanding shares of each of the Constituent Entities and upon the doing of such other things as are required by the DGCL and F.S.

#### ARTICLE 8

This Agreement has been approved by duly adopted resolutions of the board of directors and the shareholders of UAIG in accordance with Section 607.1101 and Section 607.0704 of the F.S. and by the board of directors and the stockholders of UGUH in accordance with Title 8, Section 252 and Section 228(e) of the DGCL.


[Signature page to follow.]


FILED  
20 JAN 10 AM 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first written.

UGU HOLDINGS, INC.  
a Delaware corporation

UNITED AUTOMOBILE INSURANCE GROUP,  
INC.  
a Florida corporation

By:   
Richard P. Parrillo, Sr., President

By:   
Richard P. Parrillo, Sr., President

FILED  
20 JAN 10 AM 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
