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05 JAN 13 PM 2:35  
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Policy Brokers, Inc., a Maryland  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brooke Schumm III

(Name of person)

Dareker, Mc Intire, Schumm et al

(Name of firm/company)

One N Charles St., Suite 2450

(Address)

Baltimore MD 21201

(City/state and zip code)

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05 JAN 13 PM 2:35  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Brooke Schumm III

(Name of person)

at ( 410 ) 649 4761

(Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**ARTICLES OF MERGER, PLAN OF MERGER and CERTIFICATE OF MERGER  
OF POLICY BROKERS OF FLORIDA, INC. INTO POLICY BROKERS, INC.**

THESE ARTICLES OF MERGER, PLAN OF MERGER, and CERTIFICATE OF MERGER (hereafter "Articles of Merger"), dated as of this 23 day of December, 2004, as amended to be effective in Florida, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), and the statutes of Florida, are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are Policy Brokers, Inc., a Maryland corporation, (hereinafter referred to as "Policy Brokers, Inc."), and Policy Brokers, Inc. of Florida, a Florida corporation, (hereinafter referred to as "Policy Brokers of Florida, Inc.").

THIRD: Policy Brokers, Inc. shall be the surviving and successor corporation (hereinafter sometimes referred to as "Successor"), and Policy Brokers, Inc. of Florida is the merging corporation.

FOURTH: The principal office of Policy Brokers, Inc. in the State of Maryland is 6302A North Point Rd., Baltimore, MD 21219 located in Baltimore County. The principal office of Policy Brokers of Florida, Inc. has no office in the State of Maryland and does not conduct business in Maryland. Policy Brokers of Florida, Inc. is located in Polk County, Florida and its principal place of business is 1710 Sherwood Lakes Blvd., Lakeland, Florida 33809. Policy Brokers of Florida, Inc. does not own any property, real or personal, in any county in Maryland.

The principal office of Policy Brokers, Inc. in Florida, to the extent business is done there, shall be 1710 Sherwood Lakes Blvd., Lakeland, Florida 33809. Brian D. Litovsky, whose address is 327 Hedgepocket Way, Reisterstown, Maryland 21136, shall continue to be registered agent for service on Policy Brokers, Inc. in the State of Maryland, and is the registered agent for service on Policy Brokers of Florida, Inc. in the State of Maryland. The undersigned P. Joyce Walter, whose address is 1710 Sherwood Lakes Blvd., Lakeland, Florida 33809, agrees and consents

to be registered agent for service on Policy Brokers, Inc. in Florida.

FIFTH: The board of directors of Policy Brokers, Inc., on December 23, 2004, by majority vote of the entire Board of Directors, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on December 23, 2004. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was hand-delivered to each stockholder on December 23, 2004, and all, there being only one shareholder, waived notice in writing by consent to the Articles. The Articles of Merger were duly submitted to and approved by the unanimous affirmative vote of all of the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of Policy Brokers, Inc. and the laws of the State of Maryland on December 23, 2004.

SIXTH: The board of directors of Policy Brokers of Florida, Inc., on December 23, 2004, by majority vote of the entire Board of Directors, duly adopted a resolution, declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on December 23, 2004. A notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was hand-delivered to each stockholder on December 23, 2004, and all, there being only one shareholder, waived notice in writing by consent to the Articles. The Articles of Merger were duly submitted to and approved by the unanimous affirmative vote of all of the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of Policy Brokers of Florida, Inc. and the laws of the State of Florida.

SEVENTH: The Articles of Incorporation of the Successor are not being amended, and shall continue in full force and effect.

EIGHTH: Policy Brokers, Inc. has authority to issue shares of one class of stock, namely one thousand (1000) shares of Common Stock without par value (the "Policy Brokers, Inc. Common Stock").

NINTH: Policy Brokers of Florida, Inc. has authority to issue shares of one class of stock, namely one thousand (1000) shares of Common Stock without par value (the "Policy Brokers of Florida, Inc. Common Stock").

TENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of Policy Brokers of Florida, Inc. Common Stock, if any, which remains unissued on the Effective Date of this merger shall be canceled.

(b) Each share of Policy Brokers, Inc. Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of Policy Brokers, Inc. Common Stock.

(c) Because all of the shares of Policy Brokers of Florida, Inc. are owned by P. Joyce Walter and all of the shares of Policy Brokers, Inc. are owned by the same P. Joyce Walter, each share of Policy Brokers of Florida, Inc. Common Stock which is issued and outstanding on the Effective Date shall be delivered to Policy Brokers, Inc. in exchange and surrender such that one hundred percent (100%) of the existing shares of Policy Brokers, Inc. Common Stock remain owned by P. Joyce Walter.

(d) No scrip or fractional share certificates of Policy Brokers, Inc. shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, a Policy Brokers of Florida, Inc. stockholder entitled to a fractional share equal to one-half or more of one share of Policy Brokers, Inc. Common Stock shall receive a full share of Policy Brokers, Inc. Common Stock and any fractional share equal to less than one-half of one share of Policy Brokers, Inc. Common Stock shall be eliminated.

(e) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an outstanding certificate or certificates theretofore representing Policy Brokers of Florida, Inc. Common Stock shall surrender the same to Successor and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Policy Brokers, Inc. Common Stock into which the Policy Brokers of Florida, Inc. Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, Policy Brokers of Florida, Inc. Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Policy Brokers of Florida, Inc. Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding

certificates shall be so surrendered, no dividend payable to the holders of record of Policy Brokers of Florida, Inc. Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Policy Brokers of Florida, Inc. Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Policy Brokers of Florida, Inc. Common Stock.

If any holder of an outstanding certificate or certificates representing Policy Brokers of Florida, Inc. Common Stock shall deliver to Successor such affidavits, indemnity agreements or surety bonds as Successor shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of Policy Brokers, Inc., Successor shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing Policy Brokers of Florida, Inc. Common Stock.

ELEVENTH:


(a) The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

(b) The merger provided for by these Articles of Merger shall become effective in Florida on January 13, 2005 (the "Effective Date").

IN WITNESS WHEREOF, Policy Brokers, Inc. and Policy Brokers of Florida, Inc., the corporations who are parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 23 day of December, 2004.



ATTEST:

Policy Brokers, Inc.

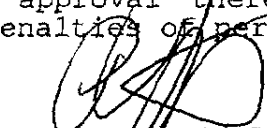
  
\_\_\_\_\_, SecretaryAmanda Jordan  
Print Name  
\_\_\_\_\_, PresidentP. Joyce Walter, President  
Print Name

ATTEST:

Policy Brokers of Florida, Inc.

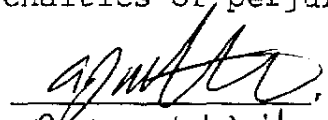
  
\_\_\_\_\_, SecretaryP. Joyce Walter  
Print Name  
\_\_\_\_\_, PresidentAndrew S. Walter, President

THE UNDERSIGNED, President of Policy Brokers, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
\_\_\_\_\_, President

THE UNDERSIGNED, President of Policy Brokers of Florida,

Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

  
\_\_\_\_\_, President  
Andrew J. Waltee