

P020000114696

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FILED  
07 JUN 14 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

merger  
of



NASDAQ:NTBK

4901 Belfort Road  
Suite 160  
Jacksonville, FL 32256  
[www.netbank.com](http://www.netbank.com)

June 13, 2007

Florida Department of State  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **NetInsurance Services Florida, Inc.**  
**P02000114696**

Dear Sir/Madam:

Enclosed for filing are the below referenced documents:

- Articles of Merger
- Check number 3501387 in the amount of \$70.00

Please provide confirmation of this filing to: Laura Austin  
NetBank - Legal Department  
4901 Belfort Road, Suite 160  
Jacksonville, FL 32256

Feel free to call me at 904.251.6420 or via e-mail at [laustin@netbank.com](mailto:laustin@netbank.com) if you have any questions regarding this filing.

Kind regards,

A handwritten signature in cursive script that reads "Laura W. Austin".

Laura W. Austin  
Corporate Paralegal

Enclosures

## **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)
NetInsurance, Inc.	South Carolina	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NetInsurance Services Florida, Inc.	Florida	P02000114696

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**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  
May 15, 2007 \_\_\_\_\_ 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  
May 15, 2007 \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

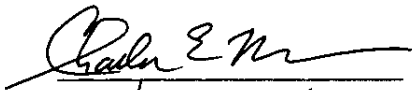
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

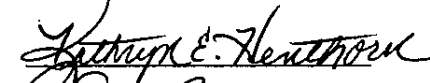
Typed or Printed Name of Individual & Title

NetInsurance, Inc.



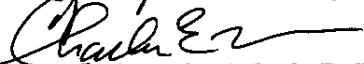
Charles E. Mapson, Director & Secretary

NetInsurance, Inc.



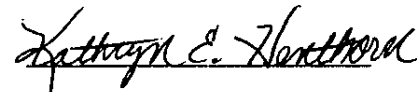
Kathryn E. Henthorn, President

NetInsurance Services Florida, Inc.



Charles E. Mapson, Director & Secretary

NetInsurance Services Florida, Inc.



Kathryn E. Henthorn, President

**PLAN OF MERGER  
OF  
NETINSURANCE SERVICES FLORIDA, INC.  
INTO  
NETINSURANCE, INC.**

NetInsurance, Inc., a South Carolina corporation (the "Corporation"), shall merge into itself its wholly owned subsidiary NetInsurance Services Florida, Inc., a Florida corporation ("NISF"), and assume all of NISF's obligations. Such merger (the "Merger") shall become effective upon the latest to occur of (a) the filing of Articles of Merger with the State of South Carolina Secretary of State, (b) the filing of Articles of Merger with the Florida Department of State - Division of Corporations and (c) the latest effective date stated in such Articles of Merger. The date and time when the Merger shall become effective are herein referred to as the "Effective Time".

The terms and conditions of the Merger are as follows:

1. The Merger. At the Effective Time, (a) NISF shall be merged with and into the Corporation, (b) the separate corporate existence of NISF shall cease and (c) the Corporation shall be the surviving corporation and shall continue its corporate existence under the laws of the State of South Carolina.
2. Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Corporation, as in effect at the Effective Time, shall continue in effect until thereafter amended as therein provided and in accordance with applicable law.
3. Directors and Officers. The persons who are directors and officers of the Corporation at the Effective Time shall continue to serve in their same capacities until their successors have been duly elected or appointed as provided in the Articles of Incorporation and Bylaws of the Corporation and in accordance with applicable law.
4. Status of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of the holders hereof:
  - (a) each outstanding share of stock of NISF shall be cancelled and retired; and
  - (b) each share of stock of the Corporation shall remain unchanged.
5. Termination. Notwithstanding any other provision of this plan of merger, the Board of Directors of the Corporation may, in its discretion, terminate and abandon the Merger at any time before Articles of Merger relating to the Merger are filed with the State of South Carolina Secretary of State or Articles of Merger relating to the Merger is filed with the Florida Department of State - Division of Corporations.