

P04000008932

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

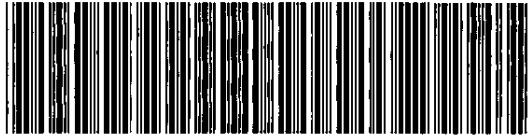
(Business Entity Name)

(Document Number)

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2010 AUG 11 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TB AUG 12 2010



Tower Hill[®] Insurance

August 4, 2010

Ms. Teresa Brown
Regulatory Specialist II
Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Tower Hill Preferred Insurance Company
Reference No. P04000008932

Dear Ms. Brown,

Per our telephone conversation on July 28th, 2010 in which you granted a two week extension to respond to your letter of June 3, 2010 (letter #510A00013875 – attached), please find enclosed documents responsive to your request.

Please call me at (352) 333-1216 if you have any questions or problems, and/or if you require any more documentation.

Thank you for your assistance with this matter.

Sincerely,

Melissa K. English
Executive Paralegal

Enclosures

RECEIVED
2010 AUG -6 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 3, 2010

SCOTT R ROWE, ESQ.
TOWER HILL INSURANCE GROUP
7201 NW 11TH PLACE
GAINESVILLE, FL 32605

SUBJECT: TOWER HILL PREFERRED INSURANCE COMPANY
Ref. Number: P04000008932

We have received your document for TOWER HILL PREFERRED INSURANCE COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current names of the entities should be as listed on the enclosed computer printouts. Please correct both corporation names.

The name of the entity must be identical throughout the document.

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes.

We are enclosing the proper form(s) with instructions for your convenience.

The document must have original signatures.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 510A00013875

ARTICLES OF MERGER

OF

HILLCREST INSURANCE COMPANY

WITH AND INTO

TOWER HILL PREFERRED INSURANCE COMPANY

FILED
2010 AUG 11 AM 11:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1101, 607.1104 and 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations enter into these Articles of Merger by Hillcrest Insurance Company, a Florida-domestic stock insurance corporation ("HIC"), shall be merged with and into Tower Hill Preferred Insurance Company, a Florida-domestic stock insurance corporation ("THPIC"), both of which are wholly-owned subsidiaries of Tomoka Re Holdings, Inc., a Florida stock corporation (the "Parent"), THPIC being the surviving corporation, in accordance with an agreement and Plan of Merger (the "Plan"), adopted pursuant to Sections 607.1101 and 607.1104 of the Florida Act, and the undersigned corporations hereby certify as follows:

FIRST, a copy of the Plan is attached hereto and made a part hereof.

SECOND, the merger shall become effective at 11:59 p.m. on May 31, 2010 or, if later, upon the later of the date these Articles of Merger are filed with the Department of State of Florida or the merger is approved by the Florida Office of Insurance Regulation ("OIR").

THIRD, pursuant to Sections 607.1101, 607.1104 and 607.1105 of the Act, the Plan was adopted by the shareholders of the Parent on May 26, 2010, and the directors of HIC on May 14, 2010. Shareholder approval was not required.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the Parent, by HIC as the merging corporation, and by THPIC as the surviving corporation, this 28th day of May, 2010.

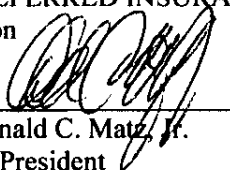
TOMOKA RE HOLDINGS, INC., a Florida corporation

By: _____


Donald C. Matz, Jr.
Its Chief Operating Officer

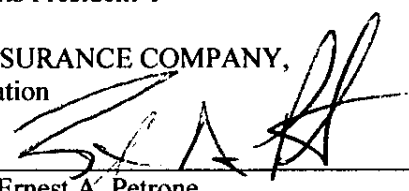
TOWER HILL PREFERRED INSURANCE COMPANY,
a Florida corporation

By: _____


Donald C. Matz, Jr.
Its President

HILLCREST INSURANCE COMPANY,
a Florida corporation

By: _____


Ernest A. Petrone
Its President

PLAN OF MERGER SUMMARY
OF
HILLCREST INSURANCE COMPANY
A Florida Insurance Corporation
WITH AND INTO
TOWER HILL PREFERRED INSURANCE COMPANY
A Florida Insurance Corporation

Pursuant to Section 607.1105 of the Florida Business Corporation act, the Plan of Merger of Hillcrest Insurance Company, Inc., a Florida insurance corporation (“HIC” or the “Merging Corporation”), with and into Tower Hill Preferred Insurance Company, a Florida insurance corporation (“THPIC” or the “Surviving Corporation”), is as follows:

(1) The Merging Corporation shall be merged with and into the Surviving Corporation pursuant to the terms of this Agreement and in accordance with the applicable provisions of the Florida Statutes, including, but not limited to, the applicable provisions of the Florida Business Corporation Act (the “Merger”).

(2) The Merger shall be submitted to the Florida Office of Insurance Regulation (“OIR”) for approval. Subject to receiving OIR approval and under the terms of the Articles of Merger filed with the Florida Department of State, the Merger shall become effective at 11:59 p.m., Eastern Standard Time, on May 31, 2010, (the “Effective Time”).

(3) As of and after the Effective Time, the separate existence of the Merging Corporation shall cease and the existence of the Surviving Corporation shall continue unaffected and unimpaired by the Merger.

(4) The Merging Corporation and the Surviving Corporation are both owned by Tomoka RE Holdings, Inc., a Florida corporation. At the Effective Time, (a) each of the issued and outstanding shares of the Merging Corporation shall, by virtue of the Merger and without any action on the part of the Merging Corporation or the Surviving Corporation, be cancelled and cease to exist, and (b) the shares of the Surviving Corporation shall continue to exist unaffected and unimpaired by the Merger.

(5) The Articles of Incorporation and Bylaws of THPIC, as in effect immediately before the Effective Time, shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation, and shall thereafter remain in full force and effect until duly altered or amended.

(6) Following the Merger, (i) the corporate existence of THPIC shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, authorizations, defenses, immunities and powers, and subject to all the duties and liabilities of a domestic corporation organized under the Florida Business Corporation Act and the Florida Insurance Code, and (ii) the corporate existence, identity, purposes, powers, franchises, rights and immunities of HIC shall be merged with and into THPIC, and THPIC shall be fully vested therewith.

(7) As a matter of law, immediately following the Merger, (i) all right, title and interest in and to all assets of HIC, including, but not limited to, all business, money, surplus funds, books, records, contracts, leases, property and all other assets of HIC whether real, personal or mixed, tangible or intangible, or whatever kind or character and wherever located, shall automatically transfer to and be vested with THPIC, and (ii) all liabilities, debts, duties and obligations of HIC of whatsoever kind of nature, disclosed or undisclosed, including, but not limited to, all obligations arising under policies and contracts of insurance issued or assumed by HIC now outstanding or which may be reinstated hereafter in accordance with their terms and conditions, shall automatically transfer to and be assumed by THPIC, subject to all rights, privileges, authorizations, defenses, immunities and powers which are now or would have been possessed by HIC.