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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 531770 7177511

AUTHORIZATION :

Patricia Piquet

COST LIMIT : \$ 70.00

ORDER DATE : March 30, 2004

ORDER TIME : 10:57 AM

ORDER NO. : 531770-005

CUSTOMER NO: 7177511

CUSTOMER: Jodee Lav
Rossway, Moore & Taylor
Suite 200
5070 N. Highway A-1-a
Vero Beach, FL 32963

ARTICLES OF MERGER

BANACK INSURANCE AGENCY,
INC.

INTO

HILB ROGAL & HOBBS OF VERO
BEACH, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight EX 2956

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
BANACK INSURANCE AGENCY, INC.
AND
HILB ROGAL & HOBBS OF VERO BEACH, INC.

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TALLAHASSEE, FLORIDA

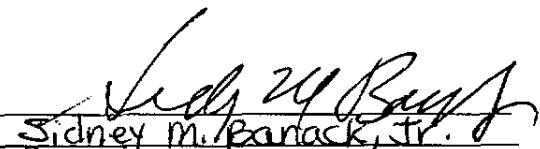
To the Secretary of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act (the "Act"), the domestic corporations herein named do hereby adopt the following articles of merger:

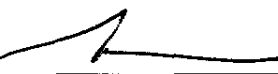
1. Attached hereto and made a part hereof is the Plan of Merger for merging Banack Insurance Agency, Inc. with and into Hilb Rogal & Hobbs of Vero Beach, Inc., as approved and adopted by written consent of the shareholders of Banack Insurance Agency, Inc. entitled to vote thereon as of February 23, 2004, in accordance with the provisions of Section 607.0704 of the Act, and as approved and adopted by written consent of the shareholders of Hilb Rogal & Hobbs of Vero Beach, Inc. entitled to vote thereon as of March 17, 2004, in accordance with the provisions of Section 607.0704 of the Act.
2. Hilb Rogal & Hobbs of Vero Beach, Inc. will continue its existence as the surviving corporation under its present name pursuant to the provisions of the Act.
3. The effective time and date of the merger herein shall be 12:01 a.m. on April 1, 2004.

Executed on March 29, 2004.

BANACK INSURANCE AGENCY, INC.

By: 
Name: Sidney M. Banack, Jr.
Title: President

HILB ROGAL & HOBBS OF VERO BEACH, INC.

By: 
Walter L. Smith
Vice President and Secretary

PLAN OF MERGER
OF
BANACK INSURANCE AGENCY, INC.
AND
HILB ROGAL & HOBBS OF VERO BEACH, INC.

PLAN OF MERGER adopted by Banack Insurance Agency, Inc., a corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on February 23, 2004, and adopted by Hilb Rogal & Hobbs of Vero Beach, Inc., a corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on March 17, 2004.

1. Banack Insurance Agency, Inc. (the "Non-Surviving Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "Act"), be merged with and into Hilb Rogal & Hobbs of Vero Beach, Inc. (the "Surviving Corporation") as of the effective time and date of the merger, with the Surviving Corporation continuing to exist under its present name pursuant to the provisions of the Act. The separate existence of Non-Surviving Corporation shall cease at the effective time and date of the merger in accordance with the provisions of the Act.
2. The Articles of Incorporation of the Surviving Corporation at the effective time and date of merger shall be the Articles of Incorporation of the Surviving Corporation and such Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Act.
3. The present Bylaws of the Surviving Corporation will be the Bylaws of the Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.
4. The directors and officers holding office of the Surviving Corporation at the effective time and date of merger shall be the directors and officers of the Surviving Corporation until the election and qualification of their successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation; provided, however, that, in addition to such officers, the following individuals shall be appointed to the offices set forth beside their names:

Sidney M. Banack, Jr.	-	President
Michael W. Harris	-	Vice President
G. Gerard Thistle	-	Vice President
Cheryl Roseland	-	Secretary

5. Each issued share of the Non-Surviving Corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into one (1) share of the Surviving Corporation. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.
6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the Non-Surviving Corporation and to the shareholders of the Surviving Corporation for their approval or rejection in the manner prescribed by the provisions of the Act.
7. In the event the Plan of Merger shall have been approved by the shareholders entitled to vote of the Non-Surviving Corporation and by the shareholders entitled to vote of the Surviving Corporation in the manner prescribed by the provisions of the Act, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.
8. The Board of Directors and the proper officers of the Non-Surviving Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.