

PD5000025302

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

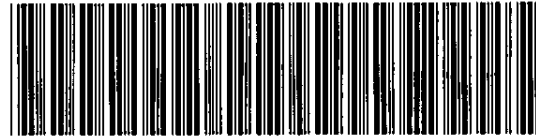
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 DEC 23 AM 8:56

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16 DEC 23 PM 2:36  
Suffolk County Clerk

DEC 27 2016  
C McNAIR

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 DEC 23 14 3:55

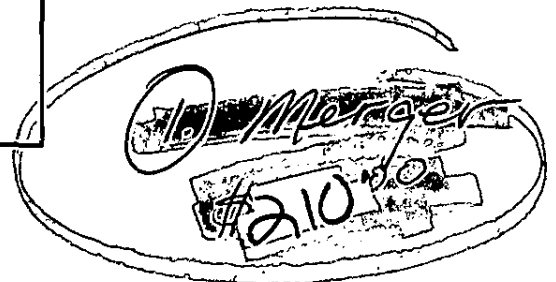
**CT CORP**  
**3458 Lakeshore Drive, Tallahassee, FL 32312**  
**850-656-4724**  
**850-508-1891 (cell)**

Date: 12/23/16 + Resubmitted 12/29/16  
ACCT. I20160000072 *encl DW*

Name:	<u>Hull &amp; Co. Inc</u>
Document #:	
Order #:	<u>10302673</u>

Certified Copy of Arts & Amend:				
Plain Copy:				
Certificate of Good Standing:				
Apostille/Notarial Certification:			Country of Destination:	
			Number of Certs:	

Filing: <u>X</u>	Certified:
	Plain: <u>  </u>
	COGS:



Availability	_____
Document	_____
Examiner	_____
Updater	_____
Verifier	_____
W.P. Verifier	_____
Ref#	_____

Amount: \$ 210.00 merger

② Conversion/  
Formation

Thank you!



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 3, 2017

CT CORP

SUBJECT: HULL & COMPANY, INC.  
Ref. Number: P05000025302

*Please refuse  
Plan attached  
Please allow  
original  
free  
date.*

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair  
Regulatory Specialist II

Letter Number: 117A00000022

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DIVISION OF CORPORATIONS  
SUPPLEMENTAL FILING

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
16 DEC 23 AM 8:56

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Braishfield Associates, Inc.	Florida	Corporation
Combined Group Insurance Services, Inc.	Texas	Corporation
Graham-Rogers, Inc.	Oklahoma	Corporation
Halcyon Underwriters, Inc.	Florida	Corporation
Procor Solutions, LLC	New Jersey	Limited Liability Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Hull & Company, Inc.	Florida	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:  
1/1/2017

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**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.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_

\_\_\_\_\_

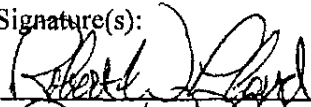



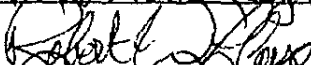

\_\_\_\_\_

**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Hull & Company, Inc.		Robert W. Lloyd, VP
Braishfield Associates, Inc.		Robert W. Lloyd, VP
Combined Group Insurance Services, Inc.		Robert W. Lloyd, VP
Graham-Rogers, Inc.		Robert W. Lloyd, VP
Halcyon Underwriters, Inc.		Robert W. Lloyd, VP
Procor Solutions, LLC		Robert W. Lloyd, VP
Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)	
General Partnerships:	Signature of a general partner or authorized person	
Florida Limited Partnerships:	Signatures of all general partners	
Non-Florida Limited Partnerships:	Signature of a general partner	
Limited Liability Companies:	Signature of a member or authorized representative	

**Fees:**

\$35.00 Per Party

**Certified Copy (optional):**

\$8.75

## PLAN OF MERGER

THIS PLAN OF MERGER adopted by Braishfield Associates, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 27, 2016, and adopted on December 27, 2016, by Combined Group Insurance Services, Inc., a business corporation organized under the laws of the State of Texas, by resolution of its Board of Directors on December 27, 2016, and adopted on December 27, 2016, by Graham Rogers, Inc., a business corporation organized under the laws of the State of Oklahoma, by resolution of its Board of Directors on December 27, 2016, and adopted on December 27, 2016, by Halcyon Underwriters, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 27, 2016, and adopted on December 27, 2016, Procor Solutions, LLC, a limited liability company organized under the laws of the State of New Jersey by resolution of its Board of Directors on December 27, 2016, and adopted on December 27, 2016, and Hull & Company, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on December 27, 2016, and adopted on December 27, 2016. The names of the corporations and limited liability company planning to merge are Braishfield Associates, Inc., a business corporation organized under the laws of the State of Florida, Combined Group Insurance Services, Inc., a business corporation organized under the laws of the State of Texas, Graham Rogers, Inc., a business corporation organized under the laws of the State of Oklahoma, Halcyon Underwriters, Inc., a business corporation organized under the laws of the State of Florida, Procor Solutions, LLC, a limited liability company organized under the laws of the State of New Jersey, hereafter referred to as the "non-surviving corporations," and Hull & Company, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which the non-surviving corporations plan to merge is Hull & Company, Inc. The merger will be effective January 1, 2017.

1. The non-surviving corporations and Hull & Company, Inc. shall, pursuant to the provisions of the corporate law of their respective corporate domiciles, be merged with and into a single corporation, to wit, Hull & Company, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the corporate law of their respective corporate domiciles. The separate existence of the non-surviving corporations shall cease at the effective time and date of the merger in accordance with the provisions of the corporate law of their respective corporate domiciles.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the corporate law of their respective corporate domiciles.

3. The present bylaws of the surviving corporation will be the bylaws of said 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 corporate law of their respective corporate domiciles.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporations immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be converted into shares 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 corporations and to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the corporate law of their respective corporate domiciles.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporations and by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the corporate law of their respective corporate domiciles, the non-surviving corporations 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 corporate law of their respective corporate domiciles, 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 corporations and the Board of Directors and the proper officers of 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.