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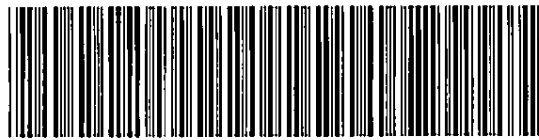
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merger  
R. WHITE  
JUN 01 2018

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** American Traditions Insurance Company

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Travis Miller

\_\_\_\_\_  
Contact Person

Radey Law Firm

\_\_\_\_\_  
Firm/Company

301 South Bronough Street, Suite 200

\_\_\_\_\_  
Address

Tallahassee, FL 32301

\_\_\_\_\_  
City/State and Zip Code

rayb@westpointuw.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Travis Miller

\_\_\_\_\_  
Name of Contact Person

At ( 850 ) 425-6654

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

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ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to Section 607.1105, Florida Statutes.

**Article I – Surviving Corporation.** The name of the surviving corporation is American Traditions Insurance Company. American Traditions Insurance Company's state of domicile is Florida. The Florida document number for American Traditions Insurance Company's registration as a Florida profit corporation is P05000110432.

**Article II- Merging Corporation.** The name of the merging corporation is Modern USA Insurance Company. Modern USA Insurance Company's state of domicile is Florida. The Florida document number for Modern USA Insurance Company's registration as a Florida profit corporation is P07000064137.

**Article III – Plan of Merger.** The Plan of Merger is attached.

**Article IV – Effective Date.** The merger shall become effective on the later of (i) May 31, 2018, and (ii) the date these Articles of Merger are filed with the Florida Department of State.

**Article V – Adoption by Surviving Corporation.** The Plan of Merger was adopted by the sole shareholder of the surviving corporation on FEBRUARY 27, 2018.

**Article VI – Adoption by Merging Corporation.** The Plan of Merger was adopted by the sole shareholder of the merging corporation on FEBRUARY 26, 2018.

**Article VII – Officer Signatures.**

American Traditions Insurance Company

By: [Signature]

Its: PRESIDENT

Modern USA Insurance Company

By: [Signature]

Its: PRESIDENT

## PLAN OF MERGER

This Plan of Merger is made and entered into between Modern USA Insurance Company, a Florida insurance company, ("Modern USA"), and American Traditions Insurance Company, a Florida insurance company, ("American Traditions," with Modern USA and American Traditions each being an "Insurer" and together being the "Insurers").

WHEREAS, the Insurers desire that Modern USA merge with and into American Traditions (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida; and

WHEREAS, the respective Boards of Directors of the Insurers have recommended approval of this Plan of Merger and the shareholder of each of the Insurers has approved this Plan of Merger;

NOW, THEREFORE, the Insurers agree as follows:

1. Terms and Conditions of Merger. Upon the Effective Date (as defined in Section 8 below), Modern USA shall be merged with and into American Traditions (the "Surviving Corporation"). The Surviving Corporation shall continue to be governed by the laws of the State of Florida, and the separate corporate existence of Modern USA shall cease upon the Effective Date.

2. Articles of Incorporation and By-Laws. The Articles of Incorporation of American Traditions and the By-Laws of American Traditions on the Effective Date shall remain the Articles of Incorporation and the By-Laws of the Surviving Corporation.

3. Shares. On the Effective Date each issued and outstanding share of common stock of Modern USA shall be cancelled and the sole shareholder of Modern USA and American Traditions thereupon shall continue to be the sole shareholder of the Surviving Corporation.

4. Directors. The directors of American Traditions on the Effective Date shall be:

Thomas John Jerger – Trust 1	Chairman
Thomas John Jerger – Trust 2	Director
Thomas John Jerger, Jr.	Director
Brian James Adamski	Director
Raymond Mark Blackledge	Director
John Peter Yanchuck, JD-JY	Director
John Peter Yanchuck, JD-JYII	Director
Gregory Sellner Hall	Director
Richard Mitchell Jerger, Jr.	Director
Stephen Harold Braun	Director
Gavin Michael Ryan	Director
Keith Marco Lindgren – CD 1	Director
Keith Marco Lindgren – CD2	Director

Dan Lee Hurley  
Justin Darby Locke

Director  
Director

The directors shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.

5. Officers. The officers of American Traditions on the Effective Date shall be:

Thomas John Jerger, Jr.	President
Brian James Adamski	Chief Financial Officer and Treasurer
Raymond Mark Blacklidge	Executive Vice President, General Counsel and Secretary
Dan Lee Hurley	Vice President – Compliance
Justin Darby Locke	Controller

The officers shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.

6. Effects of Merger. The effect of the Merger, at the Effective Date, shall be as provided by the applicable laws of Florida. Without limiting the generality of the foregoing, and subject thereto, the separate existence of Modern USA shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority and franchises of Modern USA and American Traditions; and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each of Modern USA and American Traditions; and all property, real, personal and mixed, and all debts, liabilities and obligations due to each of Modern USA and American Traditions on whatever account or belonging to either Modern USA or American Traditions shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, immunities, powers, authority and franchises, and all and every other interest, thereafter shall be the property of the Surviving Corporation as they were of Modern USA and American Traditions; and all rights of creditors and all liens upon any property of each of Modern USA and American Traditions shall not revert or be in any way impaired by reason of this Merger, on only the property affected by such liens immediately prior to the Effective Date. Any action or proceeding pending by or against each of Modern USA and American Traditions at the Effective Date may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such corporation's place.

7. Amendments. Notwithstanding the recommendation or approval of this Plan of Merger by the respective Boards of Directors of the Insurers or the approval of this Plan of Merger by the Insurers' shareholder, the shareholder may amend this Plan of Merger by written agreement at any time prior to the Effective Date; provided that any such amendment shall not (a) alter any term of the Articles of Incorporation or By-Laws of the Insurers; (b) alter the terms and conditions of this Plan of Merger, if such alteration would adversely affect the shareholder of the Insurers; or (c) contravene any regulatory approval or authorization.

8. Effective Date of Merger. As soon as practicable after this Plan of Agreement has been duly adopted by the shareholder of the respective Insurers, this Plan of Merger shall be filed with the applicable regulatory authority in accordance with the laws of Florida. The Merger shall become effective the later of (i) \_\_\_\_\_, 2018, or (ii) the date the Articles of Merger are filed following the Insurers' receipt of the last required regulatory approval, with such effective date of the Merger being the "Effective Date."

9. Termination. Notwithstanding approval of this Plan of Merger by the shareholder of the respective Insurers and the applicable regulatory authority, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by mutual consent of the Boards of Directors of the Insurers.

10. Miscellaneous. This Plan of Merger supersedes all prior and contemporaneous Plans of Merger or understandings, oral or written, relating thereto.

MODERN USA INSURANCE  
COMPANY

By: [Signature]  
Title: President

Date: 5/31/18

AMERICAN TRADITIONS  
INSURANCE COMPANY

By: [Signature]  
Title: President

Date: 5/31/18