

**Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
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Fax Number : (850) 878-5368

*Attn: Darlene
245-6013*

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
CSA GROUP FLORIDA, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	076
Estimated Charge	\$78.75

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TALLAHASSEE, FLORIDA

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date of submission*

12/20

Effective 12/27

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CSA Group Florida, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
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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TALLAHASSEE, FLORIDA

850-617-6381

12/23/2013 10:27:47 AM PAGE 1/001 Fax Server



December 23, 2013

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CSA GROUP FLORIDA, INC.
6100 BLUE LAGOON DRIVE
SUITE 300
MIAMI, FL 33126

SUBJECT: CSA GROUP FLORIDA, INC.
REF: P06000029394

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H13000279992
Letter Number: 613A00028982

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14 JAN -3 PM 4:33
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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12/20/2013
12/20

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)
<u>CSA Group Florida, Inc.</u>	<u>Florida</u>	<u>P06000029394</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>CSA Brown & Brown Holdings, Inc.</u>	<u>Florida</u>	<u>P06000118505</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 12 / 30 / 2013 (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 December 16, 2013 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 December 16, 2013 and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE

Typed or Printed Name of Individual & Title

Erhard Riefkohl, Senior Vice President

Frederik Riefkohl, Senior Vice President

13 DEC 20 AH 9:43
SECRETARY OF THE ARMY
ITALAH ASSOCIATION

77

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CSA Group Florida, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>CSA Brown & Brown Holdings, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

As of the effectiveness of the merger, CSA Brown & Brown Holdings, Inc. ("CSA Brown & Brown") shall be merged with and into CSA Group Florida, Inc. ("CSA Florida") and the separate existence of CSA Brown & Brown shall cease. CSA Florida as the surviving corporation in the merger (as such, the "Surviving Corporation"), shall continue its corporate existence under the laws of the State of Florida. By virtue of the merger, and without any further action by any party: (a) all of the outstanding shares of capital stock of CSA Brown & Brown shall be cancelled and shall no longer be outstanding; and (b) all of the outstanding shares of capital stock of CSA Florida shall remain outstanding. The Articles of Incorporation of CSA Florida as of immediately prior to the effectiveness of the merger shall be the articles of incorporation of the Surviving Corporation.

(Attach additional sheets if necessary)