

PO7000057036

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

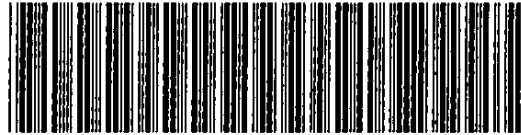
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PO7000057036*

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TALLAHASSEE, FLORIDA

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WALLER, MITCHELL & BARNETT

ATTORNEYS AT LAW

5332 MAIN STREET • NEW PORT RICHEY, FLORIDA 34652 • TELEPHONE (727) 847-2288 • FAX (727) 848-4183 • (800) 304-2288
waller.office@rdwaller.com

ROLAND D. WALLER
Board Certified Real Estate Lawyer
roland.waller@rdwaller.com

THOMAS W. MITCHELL, JR.
tom.mitchell@rdwaller.com

BEVERLY R. BARNETT
beverly.barnett@rdwaller.com

June 20, 2007

Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

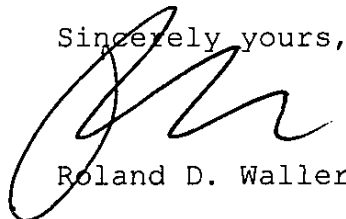
RE: Fulton Insurance & Financial Group, LLC
Fulton Financial Centers, LLC
Fulton Insurance Group, Inc.
My File No. 30345.01

Gentlemen:

Enclosed are the Plan of Merger, Articles of Merger, Certificates of Conversion and Plans of Conversion for the merger of Fulton Insurance & Financial Group, LLC, Fulton Financial Centers, LLC and Fulton Insurance Group, Inc. into the surviving entity of Fulton Insurance Group, Inc.

You will also find enclosed my trust account check in the amount of \$85.00 to cover the filing fees.

Sincerely yours,



Roland D. Waller

RDW/mlo

Enclosures

C: R. Keith Fulton

Merger of Florida LLC's Department of State Form

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	Name and Street Address	Jurisdiction	Entity Type
1.	Fulton Insurance & Financial Group, LLC 4117 Little Road, Suite 102 Trinity, FL 34655	Florida	Limited Liability Company

✓ Florida Document/Registration Number: L03000050790 FEI Number: 54-2136318

2.	Fulton Financial Centers, LLC 4117 Little Road, Suite 102 Trinity, FL 34654	Florida	Limited Liability Company
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✓ Florida Document/Registration Number: L03000050799 FEI Number: 54-2136320

3.	Fulton Insurance Group, Inc. 4117 Little Road, Suite 102 Trinity, FL 34655	Florida	Corporation
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✓ Florida Document/Registration Number: P07000057036 FEI Number: 74-3214627

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	Name and Street Address	Jurisdiction	Entity Type
1.	Fulton Insurance Group, Inc. 4117 Little Road, Suite 102 Trinity, FL 34655	Florida	Corporation

✓ Florida Document/Registration Number: P07000057036 FEI Number: 74-3214627

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

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FIFTH: The surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: The surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.


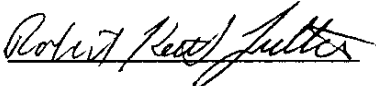
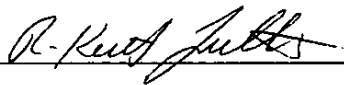
SEVENTH: The surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of: July 1, 2007

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
Fulton Insurance & Financial Group, LLC		Robert Keith Fulton, Manager
Fulton Financial Centers, LLC		Robert Keith Fulton, Manager
Fulton Insurance Group, Inc.		R. Keith Fulton, President

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fulton Insurance & Financial Group, LLC 4117 Little Road, Suite 102 Trinity, FL 34655	Florida
Fulton Financial Centers, LLC 4117 Little Road, Suite 102 Trinity, FL 34655	Florida
Fulton Insurance Group, Inc. 4117 Little Road, Suite 102 Trinity, FL 34655	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fulton Insurance Group, Inc. 4117 Little Road, Suite 102 Trinity, FL 34655	Florida

THIRD: The terms and conditions of the merger are as follows:

All interest and assets are being transferred to Fulton Insurance Group, Inc. and converting shares.

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TALLAHASSEE, FLORIDA

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The members of each merging LLC will receive 250 shares of stock in Fulton Insurance Group, Inc.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Fulton Insurance Group, Inc. shall assume the liability and obligations of the merging entities.

EIGHTH: Other provisions relating to the merger:

All the Members of the merging Limited Liability Companies consent and join in this Plan Merger and all of the Shareholders of the surviving entity Corporation consent and join in this Plan of Merger.

Fulton Insurance & Financial Group, LLC


ROBERT KEITH FULTON, Manager


ROBERT KEITH FULTON
100% Membership Interest

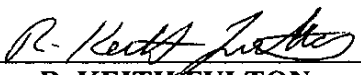
Fulton Financial Centers, LLC


ROBERT KEITH FULTON, Manager


ROBERT KEITH FULTON
100% Membership Interest

Fulton Insurance Group, Inc.


R. KEITH FULTON, President


R. KEITH FULTON
Shareholder of All Issued Stock

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