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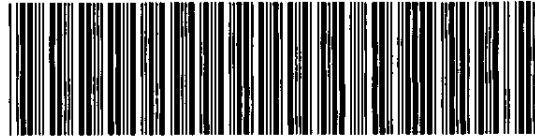
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17 MAY 18 AM 10:19
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2017 MAY 18 PM 4:10
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Avatar Property and Casualty Insurance Company
Name of Surviving Corporation

FILED
2017 MAY 18 PM 4:10
TALLAHASSEE, FLORIDA

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

Please return all correspondence concerning this matter to following:

David Yon

Contact Person

Radey Law Firm

Firm/Company

301 S. Bronough St. Suite 200

Address

Tallahassee, Florida 32301

City/State and Zip Code

david@radeylaw.com

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

For further information concerning this matter, please call:

David Yon

Name of Contact Person

At (850)

425-6671

Area Code & Daytime Telephone Number

*Please Call
When
Ready*

☒ 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Avatar Property and Casualty Insurance Company. Avatar Property and Casualty Insurance Company's state of domicile is Florida. The document number for Avatar Property and Casualty Insurance Company's registration is ~~R07000091861~~. P08000011476

Article II – Merging Corporation. The name of the merging corporation is Elements Property Insurance Company. The company's state of domicile is Florida. The Florida document number for Elements Property Insurance Company's registration is P13000075277.

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


Article IV – Effective Date. The merger shall be effective on the day the articles 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 company on May 17, 2017. The Plan of Merger was also adopted by the board of directors of the surviving company.

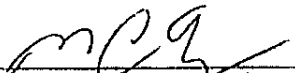
Article VI – Adoption by Merging Corporation. The Plan of Merger was adopted by the board of directors of the merging company and the sole shareholder of the merging company on May 17, 2017.

Article VII – Officers Signatures

Avatar Property and Casualty Insurance Company

By 
Its: President C00/CF0

Elements Property Insurance Company

By 
Its: President C00/CF0

PLAN OF MERGER

This Plan of Merger is made and entered into between Elements Property Insurance Company, a Florida insurance company, ("Elements"), and Avatar Property & Casualty Insurance Company, a Florida insurance company, ("Avatar,") with Elements and Avatar each being an "Insurer" and together being the "Insurers").

WHEREAS, the Insurers desire that Elements merge with and into Avatar (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), Elements shall be merged with and into Avatar (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 Elements shall cease upon the Effective Date. In connection with the transactions for effectuating the Merger, an Insurer may pay such dividend to its sole shareholder as may be permitted by regulatory authorities.
2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of Avatar and the By-Laws of Avatar 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 Elements shall be cancelled and the sole shareholder of Elements and Avatar thereupon shall continue to be the sole shareholder of the Surviving Corporation.
4. **Directors.** The directors of Avatar on the Effective Date shall be the directors of the Surviving Corporation and 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 Avatar on the Effective Date shall be the officers of the Surviving Corporation and 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 Elements shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority and franchises of Elements and Avatar; and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each of Elements and Avatar; and all property, real, personal and mixed, and all debts, liabilities and obligations due to each of Elements and Avatar on whatever account or belonging to either Elements or Avatar 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 Elements and Avatar; and all rights of creditors and all liens upon any property of each of Elements and Avatar 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 Elements and Avatar 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 Board 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 Merger has been duly adopted by the shareholder of the respective Insurers, this Plan of Merger shall be filed with the applicable government authorities in accordance with the laws of Florida. The Merger shall become effective the date the Articles of Merger are filed either the Florida Department of State 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 government authorities, 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.

ELEMENTS PROPERTY
INSURANCE COMPANY

By: _____

Title: _____

Date: _____

COO/CEO

5/17/17

AVATAR PROPERTY & CASUALTY
INSURANCE COMPANY

By: _____

Title: _____

Date: _____

COO/CEO

5/17/17