

P08000110740

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

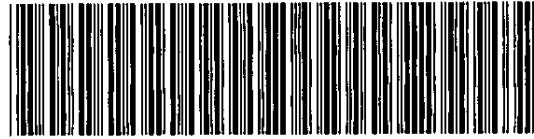
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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05/05/14--01039--003 \*\*79.75

RECEIVED  
DEPARTMENT OF STATE  
OFFICE OF CORPORATION  
2014 MAY -5 PM 2:26  
NOT RECORDED  
TO ACHIEVE  
SUFFICIENCY OF FILING

FILED  
DEPT. OF STATE  
2014 MAY -5 AM 11:10

merger/cc  
@ 5.6.14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** American Colonial Insurance Services, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Rochelle Kaplan

Contact Person

Conifer

Firm/Company

550 West Merrill, Ste 200

Address

Birmingham, MI 48009

City, State and Zip Code

rkaplan@coniferinsurance.com

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

For further information concerning this matter, please call:

Rochelle Kaplan

Name of Contact Person

at ( 248 ) 262-5997

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

FILED  
CLERK OF DISTRICT COURT  
14 MAY -5 PM 11:10

**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>
American Colonial Holdings, LLC	Delaware	Limited Liability Company
American Colonial Insurance Services, Inc.	Florida	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>
American Colonial Insurance Services, 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 no more than 90 days after the date this document is filed by the Florida Department of State:

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**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:

Not applicable.

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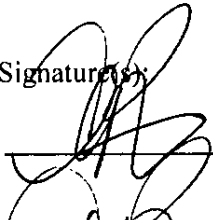
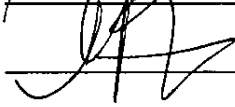
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

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:
American Colonial Holdings, LLC		Andrew D. Petcoff
American Colonial Insurance Services, Inc.		Andrew D. Petcoff

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

**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>
American Colonial Holdings, LLC	Delaware	Limited Liability Company
American Colonial Insurance Services, Inc.	Florida	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>
American Colonial Insurance Services, Inc.	Florida	Corporation

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

See attached Agreement and Plan of Merger.

*(Attach additional sheet if necessary)*

**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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Agreement and Plan of Merger.

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*(Attach additional sheet if necessary)*

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

See attached Agreement and Plan of Merger.

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*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable.

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Agreement and Plan of Merger.

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

See attached Agreement and Plan of Merger.

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*(Attach additional sheet if necessary)*

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter called the "*Plan*"), effective as of the date of filing the Articles of Merger and Certificate of Merger, is between AMERICAN COLONIAL HOLDINGS, LLC, a Delaware limited liability company ("*ACH*"), and AMERICAN COLONIAL INSURANCE SERVICES, INC., a Florida corporation (the "*Surviving Corporation*").

1. Merger. ACH shall be merged with and into the Surviving Corporation in accordance with the laws of the States of Delaware and Florida.

2. Cessation of Business. Effective as of the date of filing the Articles of Merger and Certificate of Merger, ACH shall cease to be a going concern and all of its assets and liabilities shall become the assets and liabilities of the Surviving Corporation.

3. Effect on Membership Interest in ACH. At the effective time of the Merger, the membership interests in ACH shall be converted into 4,000 shares of the Surviving Corporation.

4. Effect on Stock of Surviving Corporation. At the effective time of the Merger, each share of common stock of the Surviving Corporation issued and outstanding at the effective time of the Merger, by virtue of the Merger and without any action on the part of the holder of such stock of the Surviving Corporation, shall be cancelled and cease to exist without any consideration.

5. Power of the Member and Officers. The Member and officers of ACH are hereby authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as the Member and officers may deem necessary or desirable to carry out the purposes of the Plan, including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the merger of ACH and the transfer of ACH's assets to the Surviving Corporation in accordance with the law.

6. Power of the Board of Directors. The Board of Directors and the officers of the Surviving Corporation, are hereby severally authorized to do or to authorize any and all acts and things as provided for in the Plan, to do or to authorize further acts and things as such Board of Directors or officers may deem necessary or desirable to carry out the purposes of the Plan, 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 including the execution and filing of all such certificates, documents, information, returns and other papers which may be necessary or appropriate to effectuate the Merger in accordance with the law.

7. Charter Documents. The Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately before the effective time of the Merger, shall continue in existence until duly altered or amended.

The Merger is intended to be a tax-free transaction under the Internal Revenue Code of 1986, as amended.

[Signatures on Next Page]

Signature Page to  
Agreement and Plan of Merger

AMERICAN COLONIAL HOLDINGS, LLC,  
a Delaware limited liability company

By: 

\_\_\_\_\_  
Andrew D. Petcoff  
Its President

AMERICAN COLONIAL INSURANCE  
SERVICES, INC., a Florida corporation

By: 

\_\_\_\_\_  
Andrew D. Petcoff  
Its President