

P09000094013

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H09000242953 3)))



H09000242953ABC1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

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

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
09 NOV 17 PM 2:22

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

Email Address: debra.marcella@withers.us.com

RECEIVED

2009 NOV 17 AM 6:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE  
UIA, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Merger  
10/11/18/09

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

09 NOV 17 PM 2:22

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1105, 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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
United Insurance Agencies, Inc. 344 West Main Street Milford, CT 06460	Connecticut	Corporation

Connecticut Registration Number: 0257056

FEI Number: 06-1314085

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
UIA, Inc. 2818 Tiburon Boulevard East, Unit 103 Naples, FL 34109	Florida	Corporation

Florida Document/Registration Number: 909000094013

FEI Number: 06-1314055

**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.

**FIFTH:** Adoption of Merger by the surviving corporation – The Plan of Merger was adopted by the Shareholders and the Board of Directors on November 11, 2009.

**SIXTH:** Adoption of Merger by the merging corporation – The Plan of Merger was adopted by the Shareholders and the Board of Directors on November 11, 2009.

### **ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
United Insurance Agencies, Inc.	<u>William J. Dardani</u>	William Dardani, President
UIA, Inc.	<u>William J. Dardani</u>	William Dardani, President

**AGREEMENT AND PLAN OF MERGER  
OF  
UNITED INSURANCE AGENCIES, INC.  
WITH AND INTO  
UIA, INC.**

This Agreement and Plan of Merger is made as of the 11 day of November, 2008, by and between UIA, INC. ("Surviving Corporation"), a Florida corporation, and UNITED INSURANCE AGENCIES, INC. ("Merging Corporation"), a Connecticut corporation.

**WITNESSETH:**

WHEREAS, Surviving Corporation and Merging Corporation desire to merge;

NOW THEREFORE, in consideration of the premises and the mutual representations, covenants and agreements herein contained, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. **MERGER:** Merging Corporation shall, pursuant to the provisions of the Florida Statutes, merge into Surviving Corporation, as of the Effective Date, as hereinafter defined (the "Merger"). The surviving Corporation shall be Surviving Corporation, and Merging Corporation shall cease to exist as a separate corporation.

2. **ARTICLES OF INCORPORATION AND BYLAWS:** Upon the Effective Date, the Articles of Incorporation and governing documents of Surviving Corporation as in effect immediately prior to the Effective Date, shall continue in full force and effect as the Articles of Incorporation and governing documents of Surviving Corporation, until such documents, or any of them, shall be altered or amended in accordance with the provisions thereof or as provided by law. There will be no changes in such documents of Surviving Corporation effected by or at the time of the Merger.

3. **SHARES.** Each share of capital stock of the Merging Corporation issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into and shall become one share in the Surviving Corporation as of the Effective Date.

4. **ASSETS AND LIABILITIES OF MERGING CORPORATION:** As of the Effective Date, all of the rights, privileges, powers and franchises and all property and assets of every kind and description of Merging Corporation shall be vested in and be enjoyed by Surviving Corporation, without further act or deed, and all the assets and interests of every kind of Merging Corporation, including all debts due to it of whatever kind, shall be the property of Surviving

Corporation. All rights of creditors and all liens upon any property of either shall be preserved unimpaired, and all debts, liabilities and obligations of Merging Corporation shall attach to Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and obligations had been incurred or contracted originally by it.

5. **TAX TREATMENT.** The Merger described herein shall be treated as a mere change of the Merging Corporation's identity, form or place of organization that is treated as a nonrecognition transaction for federal income tax purposes under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, for which no gain or loss is recognized.

6. **FURTHER DOCUMENTATION:** To the extent permitted by law, from time to time as and when requested by Surviving Corporation or by its successors or assigns, Merging Corporation shall execute and deliver or cause to be executed and delivered all such deeds and instruments and take or cause to be taken all other actions which Surviving Corporation may deem necessary or desirable in order that title to, and possession of, all property of Merging Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for may be vested in Surviving Corporation.

7. **EFFECTIVE DATE:** The Effective Date shall be the date the Articles of Merger are filed. This Agreement and Plan of Merger has been approved by all of the Directors and Shareholders of the Merging Corporation and by all of the Directors and Shareholders of Surviving Corporation.

8. **USAGE:** Any term used in the singular or plural, or masculine, feminine or neuter form shall be singular or plural, and masculine, feminine or neuter as proper reading requires.

*[Remainder of page left blank intentionally-signature page follows]*

**SURVIVING CORPORATION:**

UIA, INC.

By: William Dardani  
William Dardani, President

**MERGING CORPORATION:**

UNITED INSURANCE AGENCIES, INC.

By: William Dardani  
William Dardani, President