

PI7000097712

(Requestor's Name)

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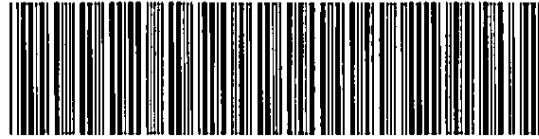
(Business Entity Name)

(Document Number)

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ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Go Medicare Insurance Plans, 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:

London L. Bates, Esquire

Contact Person

London L. Bates Law, P.A.

Firm/Company

1022 Main Street, Unit K

Address

Dunedin, FL 34698

City/State and Zip Code

larry@goinsurancegroup.com

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

For further information concerning this matter, please call:

London L. Bates, Esquire

Name of Contact Person

At (727) 734-8700

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

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)
Go Medicare Insurance Plans, Inc.	Florida	P17000097712

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
General Insurance Agency, Inc.	Michigan	800734080 (Old ID: 03719R)

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 ____/____/____ (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 12/11/17.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 12/11/17.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

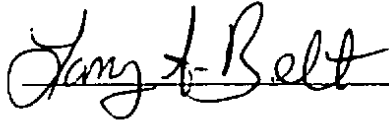
Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

General Insurance Agency,

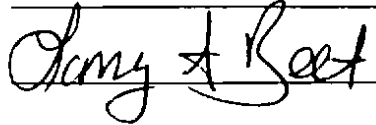
Inc., a Michigan corporation



Larry A. Belt, President and Director

Go Medicare Insurance Plans,

Inc., a Florida corporation



Larry A. Belt, President and Director

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>
Go Medicare Insurance Plans, Inc.	Florida
_____	_____

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>
General Insurance Agency, Inc.	Michigan
_____	_____
_____	_____
_____	_____
_____	_____

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

See Plan and Agreement of Merger attached hereto.

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

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

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:

Name

Jurisdiction

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

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:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

**PLAN AND AGREEMENT OF MERGER OF
GENERAL INSURANCE AGENCY, INC., A MICHIGAN
CORPORATION INTO
GO MEDICARE INSURANCE PLANS, INC., A
FLORIDA CORPORATION**

THIS AGREEMENT OF MERGER AND PLAN OF REORGANIZATION is made effective December 11, 2017, by and between GENERAL INSURANCE AGENCY, INC., a Michigan corporation (the "Merging Company"), and GO MEDICARE INSURANCE PLANS, INC., a Florida corporation (the "Surviving Company"). The Merging and Surviving Companies are sometimes referred to in this Agreement as the "Constituent Companies."

WHEREAS, the principal and registered office of the Surviving Company is in the State of Florida, located at 1441 Douglas Avenue, Dunedin, Florida 34698, its Registered Agent being LARRY A. BELT, 1441 Douglas Avenue, Dunedin, FL 34698; and

WHEREAS, the principal and registered office of the Merging Company is in the State of Michigan, located at 30015 Old Bedford, Farmington Hills, Michigan 48331, its Registered Agent being LARRY A. BELT; and

WHEREAS, the Merging Company is currently wholly owned by the same Shareholders who own all of the stock of the Surviving Company; and

WHEREAS, the Directors of the Constituent Companies deem it advisable and to the advantage of the Companies that the Merging Company be merged into the Surviving Company on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida and the State of Michigan, for the purpose of providing for more efficient operations of the business and saving professional costs.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Companies have agreed and do hereby agree to merge on the terms and conditions stated below:

ARTICLE I

The Constituent Companies hereby agree that the Merging Company shall be merged with and into the Surviving Company, and the Merging Company and the Surviving Company shall be a single Company. The surviving Company shall be the Company continuing after the merger, and the separate existence of the Merging Company shall cease on the effective date of this Agreement.

ARTICLE II

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Company are currently owned by the same Shareholders and in the same proportion as the stock of the Surviving Company, no additional shares need be issued by the Surviving Company to reflect the ownership interest of the Stockholders after the effective date. The certificates representing the shares of stock of the Merging Company shall be surrendered and canceled on the effective date. The then outstanding shares of the Surviving Company shall be unaffected by the merger and shall continue to constitute all of the outstanding stock in the Surviving Company.

ARTICLE III


Pursuant to applicable statutory provisions, this Agreement shall be submitted separately to the Shareholders of the Constituent Companies in the manner provided by the laws of the State of Florida and the State of Michigan for approval.

ARTICLE IV

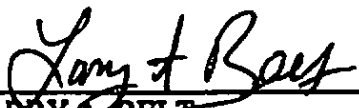
This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

IN WITNESS WHEREOF, the Constituent Companies have caused their respective corporate names to be signed to this Agreement, by their respective Presidents who are duly authorized by the respective Boards of Directors and Shareholders of each of the Constituent Companies.

GO MEDICARE INSURANCE PLANS,
INC., a Florida corporation

By: 
LARRY A. BELT
Its: President

GENERAL INSURANCE AGENCY, INC.,
a Michigan corporation

By: 
LARRY A. BELT
Its: President

**MINUTES OF A SPECIAL MEETING OF
SHAREHOLDERS AND DIRECTORS OF
GENERAL INSURANCE AGENCY, INC.,
A MICHIGAN CORPORATION,
AND
GO MEDICARE INSURANCE PLANS, INC.,
A FLORIDA CORPORATION**

A SPECIAL MEETING of all of the Shareholders and Directors of GENERAL INSURANCE AGENCY, INC., a Michigan Corporation, and GO MEDICARE INSURANCE PLANS, INC., a Florida Corporation, was held on December 11, 2017, for the purpose of approving the Plan and Agreement of Merger attached hereto.

It was ratified and confirmed that all of the Shareholders and Directors of GENERAL INSURANCE AGENCY, INC., and of GO MEDICARE INSURANCE PLANS, INC. have hereby approved said Plan and Agreement of Merger.

There being no further business to come before the meeting, it was, adjourned.

All parties hereto waived advance notice of any meeting.

This document shall be effective when executed by all parties hereto, and may be executed by separate counterparts.

Any and all Shareholders Agreements or other legal agreements as between the parties hereto and with reference to GENERAL INSURANCE AGENCY, INC., a Michigan corporation, shall continue in full force and effect under GO MEDICARE INSURANCE PLANS, INC., a Florida corporation.

GENERAL INSURANCE AGENCY, INC.,
a Michigan corporation

By: Larry A. Belt

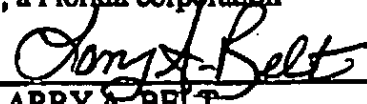
LARRY A. BELT

Its: President

Larry A. Belt
LARRY A. BELT, Shareholder and Director

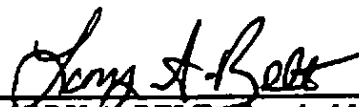
GO MEDICARE INSURANCE PLANS,
INC., a Florida corporation

By:

A handwritten signature in cursive script, appearing to read "Larry A. Belt", written over a horizontal line.

LARRY A. BELT

President

A handwritten signature in cursive script, appearing to read "Larry A. Belt", written over a horizontal line.

LARRY A. BELT, Shareholder and Director