

P1900072322

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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

Special Instructions to Filing Officer:

Office Use Only

561-711-540-



400334356584

08/25/18--01002--006 \*\*75.75

Merger  
11/22/19  
DC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE  
2019 NOV 14 AM 10:12



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 6, 2019

ROBERT E. MACLIN, III, ESQUIRE  
201 EAST MAIN STREET  
SUITE 900  
LEXINGTON, KY 40507

SUBJECT: ANTHONY CECIL INSURANCE, INC.  
Ref. Number: P19000072322

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

In the Fifth section, please complete only one (1) statement.

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 519A00022946



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 21, 2019

ROBERT E. MACLIN, III  
MCBRAYER PLLC  
201 E MAIN ST., SUITE 900  
LEXINGTON, KY 40507

SUBJECT: ANTHONY CECIL INSURANCE, INC.  
Ref. Number: P19000072322

We have received your document for ANTHONY CECIL INSURANCE, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must correct the Agreement and Plan of Merger to show that Anthony Cecil Insurance, Inc. is a Florida Corporation and not a Kentucky Corporation. Your articles of merger do not have all of the requirements for Florida. Please compare our form with your form and make the proper corrections or additions.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing  
Senior Section Administrator

Letter Number: 619A00021710

*Clayton has  
in final  
submission  
of form 2*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 15, 2019

ROBERT E. MACLIN, III  
201 EAST MAIN STREET  
SUITE 900  
LEXINGTON, KY 40507

SUBJECT: ANTHONY CECIL INSURANCE, INC.  
Ref. Number: P19000072322

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please include the exhibit(s) referred to in your document.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

If shareholder approval was not required, a statement to that effect must be contained in the merger for each applicable corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 619A00021247

RECEIVED  
10/21/19  
*[Signature]*

2019 OCT 22 PM 12:13

www.sunbiz.org

ROBERT E. MACLIN, III  
REM@CLIN@MCBRAYERFIRM.COM  
ALSO ADMITTED IN TEXAS  
DIRECT (859) 551-3680



201 EAST MAIN STREET, SUITE 900  
LEXINGTON, KENTUCKY 40507  
(859) 231-8780 EXT. 1301  
FAX: (859) 231-1175

October 21, 2019

**VIA FEDEX**

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

Re: Articles of Amendment to Articles of Merger of ACI Merger Corp. to Anthony  
Cecil Insurance, Inc.  
Reference No.: P19000072322  
Letter No.: 619A00021247

Dear Clerk:

Enclosed please find Articles of Merger for the above-referenced entity. Also enclosed is the letter from Claretha Golden, Letter No.: 619A00021247. I understand that you have kept the check in the amount of \$78.75 for the fees required. I would appreciate receiving a file-stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or concerns, please contact me at the above-referenced number.

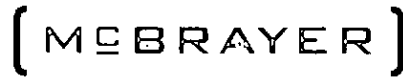
Very truly yours,

A handwritten signature in black ink that reads "Robert E. Maclin, III". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Robert E. Maclin, III

REMIII/dlf  
Enclosures

ROBERT E. MACLIN, III  
REMAGLIN@MCBRAYERFIRM.COM  
ALSO ADMITTED IN TEXAS  
DIRECT (859) 551-3680



201 EAST MAIN STREET, SUITE 900  
LEXINGTON, KENTUCKY 40507  
(859) 231-8780 EXT. 1301  
FAX: (859) 231-1175

September 23, 2019

**VIA FEDEX**

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

Re: Articles of Merger of ACI Merger Corp. to Anthony Cecil Insurance, Inc.

Dear Clerk:

Enclosed please find Articles of Merger for the above-referenced entity. Also enclosed is a check in the amount of \$78.75 for the filing fee and a certified copy of same. I would appreciate receiving a file-stamped copy in the enclosed self-addressed stamped envelope.

If you have any questions or concerns, please contact me at the above-referenced number.

Very truly yours,

A handwritten signature in black ink, reading "Robert E. Maclin, III".

Robert E. Maclin, III

REMIII/dif  
Enclosures

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ANTHONY CECIL INSURANCE, 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:

ROBERT E MACLIN III

\_\_\_\_\_  
Contact Person

MCBRAYER PLLC

\_\_\_\_\_  
Firm/Company

201 E Main St., Suite 900

\_\_\_\_\_  
Address

Lexington, KY 40507

\_\_\_\_\_  
City/State and Zip Code

remaclin@mcbayerfirm.com

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

For further information concerning this matter, please call:

Robert E. Maclin III

\_\_\_\_\_  
Name of Contact Person

At ( 859 )

231-8780

\_\_\_\_\_  
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)
ANTHONY CECIL INSURANCE, INC.	FLORIDA	P19000072322

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
ACI MERGER CORP.	KENTUCKY	0414522
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** 10/ /01 /2019 (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 09/16/2019.

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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 09/16/2019 and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED  
CLERK OF COURT  
DIVISION OF CLERK OF COURT  
2019 NOV 14 AM 10:12



**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

ANTHONY CECIL INSURANCE

Country Club

ANTHONY CECIL, PRESIDENT

ACI MERGER CORP.

Anthony Cui

ANTHONY CECIL, PRESIDENT

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan of Merger") is made and entered into as of this the 16th day of September, 2019, by and between (i) ACI MERGER CORP., a Kentucky corporation ("Target"), and (ii) ANTHONY CECIL INSURANCE, INC., a Florida corporation ("Survivor").

### 1. Filings; Effect of Merger.

(a). Merger of Target with and into Survivor. Subject to the terms and conditions of this Plan of Merger, Target shall be merged with and into Survivor ("Merger"), effective as October 1, 2019 ("Effective Date"). The separate company existence of Target shall thereupon cease; Survivor shall be the surviving entity and the separate company existence of Survivor, with all its purposes, objects, rights, privileges, powers, franchises, and interests, shall continue unaffected and unimpaired by the Merger. The Merger shall be pursuant to the provisions of, and with the effect provided in, the Kentucky Business Corporations Act and the Florida Business Corporations Act.

(b). Effect of Merger at and after the Effective Date. Survivor shall possess all of the respective rights, privileges, immunities, powers, franchises, and interests of Target in and to every type of property (real, personal, and intangible), all of which shall be transferred to, and vested in, Survivor by virtue of the Merger without any deed or other transfer and without reversion or impairment. Any action or proceeding, whether civil, criminal, or administrative, pending by or against Target may be continued as if the Merger did not occur, or Survivor may be substituted in the proceeding for Target in such action or proceeding. Survivor shall be liable for all liabilities of Target, and all debts, liabilities, obligations, and contracts of Target, whether matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on the balance sheet, books of account, or records of Target, shall be those of Survivor and shall not be released or impaired by the Merger. All rights of creditors and other obligees and all liens on properties of Target shall be preserved unimpaired.

(c). Additional Actions. If, at any time after the Effective Date, Survivor shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (1) vest, perfect, or confirm of record or otherwise, in Survivor its rights, title, or interest in, to, or under any of the rights, properties, or assets of Target acquired or to be acquired by Survivor as a result of, or in connection with, the Merger, or (2) otherwise carry out the purposes of this Plan of Merger, Target and the president of Target shall be deemed to have granted to Survivor an irrevocable power of attorney to (i) execute and deliver all such proper deeds, assignments, and assurances in law, (ii) do all acts necessary or proper to vest, perfect, or confirm title to and possession of such rights, properties, or assets in Survivor, and (iii) otherwise carry out the purposes of this Plan of Merger. The President of Survivor is fully authorized in the name of Target or otherwise to take any and all such actions.

### 2. Status of Ownership Interest.

(a). Conversion of Interest. At the Effective Date, Target's shareholder's shareholdings in Target (the "Target Stock"), issued and outstanding immediately prior to the Effective Date shall, *ipso facto* and without any action on the part of the shareholder thereof,

become and be converted from stock in Target into stock of Survivor on a one to one basis ("Survivor Interest"), and the shareholder of Target shall be deemed to have a tax basis in Survivor in an amount equal to said shareholder's tax basis in Target.

(b). Exchange of Target Stock for Survivor Stock. As soon as practicable after the Effective Date, the shareholder of Target shall surrender to Survivor any share certificates which prior to the Effective Date shall have represented any Target Stock. Until surrendered as contemplated by the preceding sentence, each certificate which immediately prior to the Effective Date shall have represented any Target Stock shall be deemed at and after the Effective Date to represent only the right to receive the Survivor Stock into which it shall have been converted.

3. Articles of Incorporation; By-Laws.

(a). Articles of Incorporation. From and after the Effective Date, the Articles of Incorporation of Survivor shall be the Articles of Incorporation of the surviving entity.

(b). By-Laws. From and after the Effective Date, the By-Laws of Survivor, as the surviving entity, shall be the By-Laws of the surviving entity. No changes to the By-Laws of Survivor are desired.

4. Approval. It shall be a condition to the consummation of the Merger that the Merger and this Plan of Merger be approved by the shareholder of Survivor and the shareholder of Target.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed on their behalf as of the day and year first above written.

ACI MERGER CORP.

By:   
Anthony Cecil, President

ANTHONY CECIL INSURANCE, INC.

By:   
Anthony Cecil, President