

Division of Corporations

Page 1 of 1

**P93000085914**

**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.**

(((H14000204079 3)))



H140002040793ABC.

**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

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

**Email Address:** \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
Policy Services Company, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	11
Estimated Charge	<del>\$68.75</del>

**\$90.00**

**C. LEWIS**  
SEP 2 2014  
**EXAMINER**

RECEIVED

14 AUG 29 AM 7:53

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Policy Services Company, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Emily Ladd-Kravitz

Contact Person

Posternak Blankstein & Lund, LLP

Firm/Company

800 Boylston Street, 32nd Floor

Address

Boston, Massachusetts 02199

City, State and Zip Code

eladd-kravitz@pbl.com

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

For further information concerning this matter, please call:

Emily Ladd-Kravitz

at ( 617 ) 973-6125

Name of Contact Person

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

30.00 ON LLC SURVIVOR

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 AUG 29 PM 12:19

**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>
P93000085914 J.A.J. Holding Company, Inc.	Florida	Corporation
Policy Services Company, LLC	Delaware	Limited Liability Company

**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>
Policy Services Company, LLC	Delaware	Limited Liability Company

**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:

---

**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:

c/o Corporation Trust Center

1209 Orange Street

City of Wilmington, Delaware 19801

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

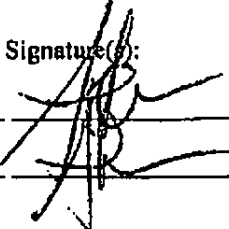

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

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.

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14 AUG 29 PM 12:19

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
J.A.J. Holding Company, Inc.		Stacey Perlin Labell
Policy Services Company, LLC		Stacey Perlin Labell

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 AUG 29 PM 12:19

# 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>
J.A.J. Holding Company, Inc.	Florida	Corporation
Policy Services Company, LLC	Delaware	Limited Liability Company

**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>
Policy Services Company, LLC	Delaware	Limited Liability Company

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

Upon filing of Articles of Merger in with the Secretary of State of Florida and a Certificate of Merger with the Secretary of State of Delaware (the "Effective Time").

J.A.J. Holding Company, Inc. (the "Company"), pursuant to the provisions of the Florida Business Corporation Act and the Delaware Limited Liability Company Act, shall be merged

with and into Policy Services Company, LLC (the "Survivor") with the Survivor being the surviving entity of the merger, and which shall continue to exist as such surviving entity

under its present name pursuant to the provisions of the Delaware Limited Liability Company Act. The governing documents of Policy Services Company, LLC in effect as of the

Effective Time shall be the governing documents of the Survivor following the Effective Time. The separate existence of the Company shall cease upon the Effective Time

in accordance with the Florida Business Corporation Act and the Delaware Limited Liability Company Act.

(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:

At the Effective Time, by virtue of the Merger and without any further action on the part of either constituent party or their stockholders or members, (i) each share of Class A voting common stock of the Company issued and outstanding as of the Effective Time shall be converted into one Unit of the Survivor and (ii) each share of Class B non-voting common stock of the Company issued and outstanding as of the Effective Time shall be cancelled. At the Effective Time, the separate existence of the Company as a corporation shall cease, and the Survivor (a) shall succeed, without other transfer, to all of the assets, rights, powers, and property of the Company, and (b) shall succeed, without other transfer, to all of the debts, liabilities, and obligations of the Company in the same manner as if the Survivor had itself incurred such debts, liabilities and obligations, as more fully provided under the applicable provisions of Florida law and Delaware law.

*(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:

---

---

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

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

---

---

---

---

---

---

---

---

*(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:

c/o JAST Holding Company, Inc. (as the managing member)  
11575 Heron Bay Blvd., Suite 300  
Coral Springs, Florida 33076

---

---

---

---

---

*(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:

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

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

The sole stockholder of the Company and the sole member of the Survivor have consented and agreed to the merger and the filing of the Articles of Merger and Plan of Merger with the Secretary of State of Florida and the Certificate of Merger with the Secretary of State of Delaware.

---

---

---

---

---

---

*(Attach additional sheet if necessary)*

**STATE OF DELAWARE CERTIFICATE OF  
MERGER OF FOREIGN CORPORATION INTO  
DOMESTIC LIMITED LIABILITY COMPANY**

Pursuant to Section 18-209 of the Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

**FIRST:** The name of the surviving limited liability company is Policy Services Company, LLC, a Delaware limited liability company, and the name of the corporation being merged into this surviving limited liability company is J.A.J. Holding Company, Inc., a Florida corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving limited liability company and the merging corporation.

**THIRD:** The name of the surviving limited liability company is Policy Services Company, LLC.

**FOURTH:** The merger is to become effective upon filing of this Certificate of Merger.

**FIFTH:** The Agreement and Plan of Merger is on file at a place of business of the surviving limited liability company at 11575 Heron Bay Blvd., Suite 300, Coral Springs, FL 33076.

**SIXTH:** A copy of the Agreement of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of any constituent limited liability company or stockholder of any constituent corporation.

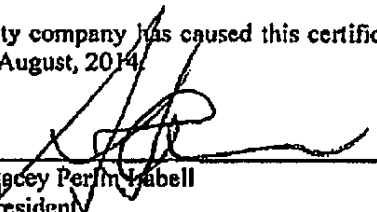
8/29/2014 14:56:07 From: To: 8506176380

(11/11 )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14 AUG 29 PM 12:19

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed by an authorized person, this 29<sup>th</sup> day of August, 2014.

By:   
Name: Stacey Perlman Labell  
Title: President