

P95000008K1

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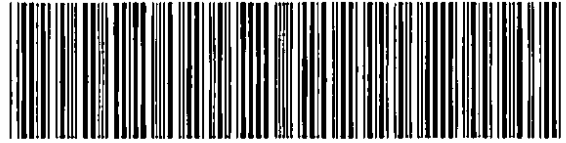
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Name:	OLD ACA, Inc.
Document #:	
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Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2018

CT CORP

11/2/2019

Corrected:

SUBJECT: OLD ACA, INC.
Ref. Number: P95000008141

Please allow for original
file date. Thank you.

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

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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: 218A00026497

19 JAN -2 PM 3:27



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2018

CT CORP

SUBJECT: OLD ACA, INC.
Ref. Number: P95000008141

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

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: 818A00025673

EFFECTIVE DATE
Jan 1, 2019

ARTICLES OF MERGER
of
AGENT INVESTORS HOLDING COMPANY
into
OLD ACA, INC.
(Profit Corporations)

The following articles of merger are (i) adopted by the undersigned corporations pursuant to the provisions of the Georgia Business Corporation Code and (ii) submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes

First: The surviving corporation is Old ACA, Inc. .

The surviving corporation is a Florida corporation, document number P95000008141.

Second: The merging corporation is Agent Investors Holding Company.

The merging corporation is a Georgia corporation, control number K005352.

Third: The Plan of Merger is attached as Exhibit A.

Fourth: The merger shall become effective on January 1, 2019.

Fifth: The Plan of Merger was duly adopted by the shareholders of the surviving corporation on November 29, 2018.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation(s) on November 29, 2018.

Seventh: The surviving corporation certifies that a Notice of Merger and a publishing fee of \$40 have been mailed or delivered to an authorized newspaper, as required by O.C.G.A. § 14-2-1105.1.

FILED
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SECRETARY OF STATE
FLORIDA

Old ACA, Inc. By <u><i>Gerald Policastro</i></u> Gerald Policastro, President	Agent Investors Holding Company By <u><i>Gerald Policastro</i></u> Gerald Policastro, President
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PLAN OF MERGER
of
AGENT INVESTORS HOLDING COMPANY
into
OLD ACA, INC.
(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1107 Florida Statutes, and in accordance with the laws of Georgia.

First: The surviving corporation is Old ACA, Inc, a Florida Corporation.

Second: The merging corporation is Agent Investor Holding Company, a Georgia corporation.

Third: The terms and conditions of the merger are as follows: On the effective date, January 1, 2019:

- (a) Agent Investors Holding Company shall merge into Old ACA, Inc. and cease to exist.
- (b) All of Agent Investors Holding Company's assets shall become assets of Old ACA, Inc. and Old ACA, Inc. shall assume all of the liabilities of Agent Investor Holding Company.
- (c) The Articles of Incorporation of Old ACA, Inc. shall be amended as follows:
 - 1. Article I is amended to change the address of the corporation.
 - 2. Article II is deleted as no longer applicable.
 - 3. Article V is amended to change the address of the registered office and the name and address of the registered agent.
 - 4. The first sentence of Article VII is deleted as no longer applicable.
 - 5. Articles III, IV, V, VI, VII and VIII are renumbered as Articles II, III, IV, V, VI and VII.

As so amended, the Articles of Incorporation of Old ACA, Inc. shall be restated as set forth in Exhibit A to this Plan of Merger.

Fourth: (a) The manner and basis of converting the shares of Old ACA, Inc. 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:

Since the proportionate shareholdings in Old ACA Inc., and Agent Investors Holding Company are identical, the outstanding shares of Old ACA, Inc. shall remain unchanged while the outstanding shares of Agent Investors Holding Company are cancelled.

(b) The manner and basis of converting the shares of Agent Investors Holding Company into shares or other securities, obligations, rights to acquire shares or other securities, cash, other property, or any combination of the foregoing are as follows:

Since the proportionate shareholdings in Old ACA Inc., and Agent Investors Holding Company are identical, the outstanding shares of Agent Investors Holding Company shall be cancelled while the shares of Old ACA, Inc. remain unchanged.

[The Restated Articles of Incorporation of Old ACA, Inc. start on the next page]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
Of
OLD ACA, INC.**

Pursuant to the provisions of Chapter 607 Florida Statutes, the undersigned corporation hereby adopts the following Restated Articles of Incorporation:

1. The name of the corporation is Old ACA, Inc.
2. The Articles of Incorporation were filed in the Office of the Secretary of State on January 26, 1995.
3. The Articles of Incorporation are amended as follows:
 - (a) Article I is amended to change the address of the corporation.
 - (b) Article II is deleted as no longer applicable.
 - (c) Article V is amended to change the address of the registered office and the name and address of the registered agent.
 - (d) The first sentence of Article VII is deleted as no longer applicable.
 - (e) Articles III, IV, V, VI, VII and VIII are renumbered as Articles II, III, IV, V, VI and VII.
4. The Restated Articles of Incorporation, and the amendments made hereby, were authorized by the written action of the sole director and the sole shareholders, on November 29 2018.
5. As so amended the Articles are restated as follows:

**ARTICLE I
NAME**

The name of the corporation is Old ACA, Inc., and the address of the principal office and mailing address of the corporation is at **7034 Cypress Bridge Circle, Ponte Vedra Beach FL 32082..**

**ARTICLE II
NATURE OF BUSINESS**

This corporation is organized for the following purposes: (a) acting as insurance agent, broker, sales representative, solicitor, consultant or intermediary; and (b) transacting any or all other lawful business.

ARTICLE III

CAPITAL STOCK

Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

Preemptive Rights. Shareholders shall have no preemptive rights.

Cumulative Voting. Cumulative voting shall not be permitted.

Restrictions on transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is c/o Policastro, Gerald, 7034 Cypress Bridge Circle, Ponte Vedra Beach, FL 32082, and the name of the registered agent of this corporation at that address is Gerald Policastro.

ARTICLE V DIRECTORS

- (a) Number. This corporation shall have one (1) director. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VI BYLAWS

Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholder or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE VII AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.