

# P96000032237

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(Requestor's Name)

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(Business Entity Name)

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DIVISION OF CORPORATIONS  
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SEP 19 2019

D. CLISHING

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 925111 4385593  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ ~~35.00~~ 70.00 OK by A.R.

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ORDER DATE : September 17, 2019  
ORDER TIME : 2:23 PM  
ORDER NO. : 925111-010  
CUSTOMER NO: 4385593

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ARTICLES OF MERGER

K & K INSURANCE GROUP OF  
FLORIDA, INC.

INTO

K & K INSURANCE GROUP, INC.

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PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Amanda Robinson EXT#: 62968

EXAMINER'S INITIALS: \_\_\_\_\_

# **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)
K & K Insurance Group, Inc.	Indiana	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
K & K Insurance Group of Florida, Inc.	Florida	P96000032237

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**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 9/16/2019.

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 9/16/2019.

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)

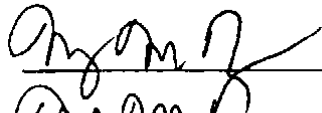
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

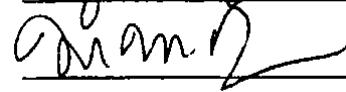
Typed or Printed Name of Individual & Title

K & K Insurance Group, Inc.



Mary Moore Johnson, Vice President

K & K Insurance Group



Mary Moore Johnson, Vice President

of Florida, Inc.

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Exhibit A  
September 16, 2019

PLAN OF MERGER FOR K & K INSURANCE GROUP OF FLORIDA, INC., a Florida corporation AND K & K INSURANCE GROUP, INC., AN INDIANA CORPORATION
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1. Parties: The parties to the merger are as follows: K & K Insurance Group, Inc., an Indiana corporation ("K & K Insurance Group, Inc."), and K & K Insurance Group of Florida, Inc., a Florida corporation (the "Non-Surviving Company").
2. Survivor: Non-Surviving Company will merge into K & K Insurance Group, Inc.; the surviving corporation shall be K & K Insurance Group, Inc.
3. Tax Matters: The merger is expected to be treated as a tax-free liquidation for federal income tax purposes, pursuant to § 332 and § 337 of the Internal Revenue Code of 1986, as amended.
4. Terms: At the Effective Time (defined below), and contemporaneously with the merger, Non-Surviving Company will merge into K & K Insurance Group, Inc., K & K Insurance Group, Inc. will merge the Non-Surviving Company into itself, and the separate existence of the Non-Surviving Company shall cease ("Merger"). K & K Insurance Group, Inc. will assume all of the rights, liabilities and obligations of each of the merging companies. The proper officers of each corporation will execute all such documents and take such action as may be necessary to effect this Merger between the parties and to transfer all of the property, rights, duties and obligations of the Non-Surviving Company to K & K Insurance Group, Inc.
5. Share Conversion: At the Effective Time, and contemporaneously with the Merger, each issued and outstanding share of stock of K & K Insurance Group, Inc. shall be and remain issued and outstanding. Each issued and outstanding share of stock of the Non-Surviving Company and each share of stock of the Non-Surviving Company held in treasury shall be canceled without consideration and the holders of certificates, which before the merger represented shares of the Non-Surviving Company, will surrender their certificates for cancellation. Non-Surviving Company is a wholly-owned subsidiary of K & K Insurance Group, Inc.
6. Bylaws; Amendment of Articles of Incorporation: The bylaws of K & K Insurance Group, Inc., as in effect immediately prior to the Effective Time, shall be the bylaws of the surviving company until thereafter changed or amended as provided therein, by the articles of incorporation of the surviving company or by applicable law. The articles of incorporation of K & K Insurance Group, Inc., as in effect immediately prior to the Effective Time, shall be the articles of incorporation of the surviving company until thereafter changed or amended as provided therein or by applicable law.
7. Officers & Directors: As of the Effective Time, the officers and directors of the Non-Surviving Company immediately prior to the Effective Time shall be removed, and the officers and directors of K & K Insurance Group, Inc. immediately prior to the Effective Time shall be the officers and directors of the surviving company, and shall be deemed to be elected automatically and without further action on behalf of the surviving company, to serve as such until the next annual meeting of the surviving company and until their successors are duly elected and qualified or until their earlier resignation or removal.
8. Effective Time: The Merger shall be effective on the date and at the time of filing Articles of Merger with the secretaries of state of the states of incorporation of the companies.
9. Amendment and Termination: The Plan of Merger may be amended or terminated and abandoned by the Board of Directors of either party at any time prior to the Effective Time.