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December 27, 2000

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Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

EFFECTIVE DATE

12-29-00

RE: Merger of JAFC, LLC with and into Employers Risk Services of Florida, Inc.

Dear Sir/Madam:

Please find enclosed an original and one copy of both the Articles of Merger and Plan of Merger for JAFC, LLC, a Kentucky Limited Liability Company, with and into Employers Risk Services of Florida, Inc., a Florida Corporation. Also find enclosed a check in the amount of \$68.75 for the filing fee and certified copy fee. Please file the Articles of Merger and Plan of Merger with your records and return a stamped, certified copy to me.

It is important that the effective date of the merger be December 29, 2000. Therefore, if anything is inaccurate or incomplete, please notify me immediately at the telephone number above so that I may send the corrected documents by overnight mail to arrive by Friday, December 29, 2000.

Thank you for your attention to this matter. Should you have any questions, please feel free to contact me.

Very truly yours,

HARNED, BACHERT & DENTON, LLP

*Stephanie L. McGehee*  
Stephanie L. McGehee

SLM  
Enclosures

SL

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DEC 28 PM 3:08

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

J AFC, LLC, a non-qualified Kentucky entity.

INTO

**EMPLOYERS RISK SERVICES OF FLORIDA. INC.,** a Florida entity,  
P97000090124

File date: December 28, 2000, effective December 29, 2000

Corporate Specialist: Shawn Logan

**ARTICLES OF MERGER OF JAFC, LLC  
WITH AND INTO EMPLOYERS RISK SERVICES OF FLORIDA, INC.**

The following Articles of Merger are being filed pursuant to the provisions of F.S. 607.1109 to reflect the merger of JAFC, LLC, a limited liability company organized and existing under the laws of Kentucky, with and into Employers Risk Services of Florida, Inc, a corporation organized and existing under the laws of Florida. *P970000 90124*

1. Attached hereto, marked Exhibit A, and incorporated herein by reference, is a copy of the Plan of Merger.
2. The laws of the state under which such foreign corporation is incorporated permit such merger.
3. The name of the surviving corporation is Employers Risk Services of Florida, Inc., and it is to be governed by the laws of the State of Florida.
4. On the date the Plan of Merger was adopted, all votes were cast by the shareholders of undersigned domestic corporation in the manner prescribed by statute in favor of the plan. The number of votes cast in favor of the plan was sufficient for approval of the plan.
5. On the date the Plan of Merger was adopted, all votes were cast by the members of the undersigned foreign limited liability company in the manner prescribed by the laws of the state under which it is incorporated in favor of the plan. The number of votes cast in favor of the plan was sufficient for approval of the plan.
6. The effective date of the merger shall be December 29, 2000.

Dated: *December 21, 2000.*

**EMPLOYERS RISK SERVICES OF FLORIDA, INC.**

**JAFC, LLC**

  
TIMOTHY A. RENFRO, SR.  
President

  
TIMOTHY A. RENFRO, SR.  
Manager

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CLERK OF COURT  
JACKSONVILLE, FLORIDA

## **PLAN OF MERGER**

This Agreement made this 19<sup>th</sup> day of December, 2000, between **Employers Risk Services of Florida, Inc.**, a corporation organized and existing under the laws of the State of Florida, having its principal office at Lakeside Office Center, 600 North Pine Island Road #400, Plantation, Florida, and **JAFC, LLC**, a company organized and existing under the laws of the State of Kentucky, having a mailing address at Lakeside Office Center, 600 North Pine Island Road #400, Plantation, Florida.

### **1. Surviving Corporation.**

a. JAFC, LLC shall be the non-surviving company, and all references in this plan of merger to "non-surviving company" shall be to that entity.

b. Employers Risk Services of Florida, Inc. shall be the surviving corporation, and all references in this plan of merger to "surviving corporation" shall be to that entity.

### **2. Management.**

a. The Articles of Incorporation of Employers Risk Services of Florida, Inc. shall continue to be its Articles of Incorporation following the effective date of the merger, until the same shall be altered or amended. As part of this Plan of Merger, the Articles of Incorporation for Employers Risk Services of Florida, Inc. shall be amended to increase the number of authorized shares to One Thousand One Hundred (1100) shares.

b. The Bylaws of Employers Risk Services of Florida, Inc. shall be and remain the Bylaws of the surviving corporation until altered, amended, or repealed.

c. The officers and directors of Employers Risk Services of Florida, Inc. in office on the effective date of the merger shall continue in office and shall constitute the directors and officers of Employers Risk Services of Florida, Inc. for the term elected until their respective successors shall be elected or appointed and qualified.

### **3. Rights, Privileges, etc.**

a. On the effective date of the merger, Employers Risk Services of Florida, Inc. shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities and duties of the non-surviving company; and all of the property, real, personal and mixed, and all debts due on whatever account, and all other choices in action and all and every other interest of or belonging to or due to the non-surviving company shall be deemed to be transferred to and vested in Employers Risk Services of Florida, Inc. without further act or deed, and the title to any property or any interest therein, vested in the non-surviving company shall not revert or be in any way impaired by reason of the merger.

b. On the effective date of the merger, Employers Risk Services of Florida, Inc. shall be deemed responsible and liable for all the liabilities and obligations of the non-surviving company; and any claims existing by or against the non-surviving company may be prosecuted

to judgment as if the merger had not taken place, or Employers Risk Services of Florida, Inc. may be substituted in place of the non-surviving company. The rights of the creditors shall not be impaired by the merger. Employers Risk Services of Florida, Inc. shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with the outstanding obligations of the non-surviving company.

#### **4. Conversion of Shares.**

The manner and basis of converting the interests of the non-surviving company into shares of the surviving corporation is as follows:

a. Each unit of interest of JAFC, LLC issued and outstanding on the effective date of the merger shall be converted into one share of the stock of Employers Risk Services of Florida, Inc., which shares of stock of the surviving corporation shall thereupon be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the interest of the non-surviving company would otherwise be entitled to as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the stock on the effective date of the merger.

b. After the effective date of the merger, each holder of certificates of interests of the non-surviving company shall surrender them to the surviving corporation or to its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such interest certificates, the surviving corporation shall issue and exchange therefor certificates for shares of stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of such fractional share interests, and the agent shall sell such whole shares and pay over the proceeds to the shareholders entitled thereto in proportion to their fractional share interests.

c. Holders of certificates of interest of the non-surviving corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such shareholders. Thereafter, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder that may have been declared and paid between the effective date of the merger and the issuance to such shareholder of the certificate for his shares in the surviving corporation.

#### **5. Expenses.**

Employers Risk Services of Florida, Inc. shall pay all the expenses of accomplishing the merger.

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## 6. Subsequent Acts.

If at any time Employers Risk Services of Florida, Inc. shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to perfect or confirm of record in, Employers Risk Services of Florida, Inc., the title to any property or rights of the non-surviving company or to otherwise carry out the provisions hereof, the proper officers and directors of the non-surviving company as of the effective date of the merger shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in Employers Risk Services of Florida, Inc. and to otherwise carry out the provisions hereof.

## 7. Abandonment of Merger.


At any time prior to the filing of the articles of merger with the with the Secretary of State of Kentucky, the proposed merger may be abandoned by Employers Risk Services of Florida, Inc. pursuant to this provision.

In witness whereof, all of the directors and shareholders of Employers Risk Services of Florida, Inc., and all of the managers and members of JAFC, LLC have executed this plan of merger under their respective seals on the day and year first above written.

**JAFC, LLC:**

  
TIMOTHY A. RENFRO  
Manager

**Employers Risk Services of Florida, Inc.:**

  
TIMOTHY A. RENFRO  
President

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