

P99000011372

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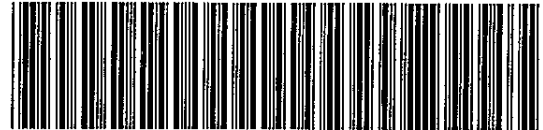
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05/25/05--01002--007 \*\*35.00

Merger

T BROWN MAY 24 2005

**TRANSMITTAL LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SureDecisions, Inc.  
(Name of surviving corporation)

The enclosed merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas J. Schumer  
(Name of person)

SureDecisions, Inc.  
(Name of firm/company)

2811 Wintergreen Drive  
(Address)

Cape Girardeau, MO 63701-8259  
(City/state and zip code)

For further information concerning this matter, please call:

Thomas J. Schumer at ( 573 ) 651-0234 ext. 202  
(Name of person) (Area code & daytime telephone number)

☐ Certified copy (optional) \$8.75 (plus \$1 per page for each page over 8, not to exceed a maximum of \$52.50; **please send an additional copy of your document if a certified copy is requested**)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 16, 2005

THOMAS J. SCHUMER  
SUREDECISIONS, INC.  
2811 WINTERGREEN DRIVE  
CAPE GIRARDEAU, MO 63701-8259

SUBJECT: MARSH, CURINGTON AND COMPANY, INC.  
Ref. Number: P99000011372

We have received your document for MARSH, CURINGTON AND COMPANY, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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) 245-6869.

Teresa Brown  
Document Specialist

Letter Number: 805A00035041

## **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, F.S.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SureDecisions, Inc.	State of Missouri	Charter 509821

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Marsh, Curington and Company, Inc.	State of Florida	P99000011372

**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 in the future.)

**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 4/29/2005.

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 4/20/2005.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

L. A. Duncan

Lindon W. Duncan II, President



**Norm Curington, President and CEO**

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

SureDecisions, Inc.

State of Missouri

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

Name

Jurisdiction

Marsh, Curington and Company, Inc.

State of Florida

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

The fully executed Plan of Merger is attached hereto and incorporated by reference.

**Fourth:** The manner and basis of converting the shares of each corporation 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:

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

## **Plan and Agreement of Merger**

This plan and agreement of merger (the "Agreement") dated as of April 20, 2005 between SureDecisions, Inc., a Missouri Corporation, and Marsh, Curington, & Company, Inc., a Florida Corporation.

### **WITNESSETH**

**Section 1. Merger of Marsh, Curington, & Company, Inc. Into SureDecisions, Inc.** Upon the effective date (as defined in Section 5), Marsh, Curington, & Company, Inc. shall be merged with and into SureDecisions, Inc., and the separate existence of Marsh, Curington, & Company, Inc. shall cease. SureDecisions, Inc. (the "Surviving Corporation") shall continue its corporate existence under, and shall be governed by, the laws of the State of Missouri, and the Directors and Officers of SureDecisions, Inc., with the addition of Norm Curington and Renee Marsh, shall continue as the Directors and Officers of the Surviving Corporation.

**Section 2. Articles of Incorporation and Bylaws.** The Articles of Incorporation of SureDecisions, Inc., as amended, shall be the Articles of Incorporation of the Surviving Corporation following the effective date, until the same shall be altered, amended or repealed in the manner prescribed by law, and the terms and provisions thereof are hereby incorporated in this Agreement with the same force and effect as though herein set forth in full. The Bylaws of SureDecisions, Inc., as amended and as in effect on the effective date, shall be the Bylaws of the Surviving Corporation until altered, amended or repealed, as provided therein.

**Section 3. Capitalization.** SureDecisions, Inc. has an authorized capital structure of 125,000 shares of Common Stock, par value \$1.00 per share; 69,700 shares of Preferred Stock, callable, non-voting, non-convertible and cumulative with a par value of \$3.30 per share @ 5.00%; and 30,300 shares of Preferred Stock, redeemable, non-voting, non-convertible and cumulative with a par value of \$3.30 per share @ 5.00%. Coincident with the effective date of this Agreement (as defined by Section 5) and consistent with the terms of Section 4 below, the capital structure of SureDecisions, Inc. shall be as follows:

- (a) 22,000 shares of Common Stock issued to Lindon W. Duncan II;
- (b) 22,000 shares of Common Stock issued to Thomas J. Schumer; and
- (c) 12,500 shares of Common Stock issued to Norm Curington; and
- (d) 12,500 shares of Common Stock issued to Renee Marsh; and
- (e) 5,370 shares of Common Stock issued to Mark Einck; and
- (f) 3,500 shares of Common Stock issued to Theresa G. Winning; and
- (g) 2,500 shares of Common Stock issued to Walter D. Seyer; and
- (h) 2,500 shares of Common Stock issued to W. Tindle Oliver; and
- (i) 1,000 shares of Common Stock issued to Shana Bruno; and
- (j) 500 shares of Common Stock issued to Kathryn Miller; and
- (k) 500 shares of Common Stock issued to Nicole Inscocoe; and
- (l) 60 shares of Common Stock issued to Sharon Brueckner; and
- (m) 60 shares of Common Stock issued to Bonnie Bollinger; and
- (n) 40 shares of Common Stock issued to Jennifer Monroe; and
- (o) 40 shares of Common Stock issued to Timothy Mann; and



- (p) 69,700 shares of callable Preferred Stock issued to Bill M. Stanfield; and
- (q) 15,150 shares of redeemable Preferred Stock issued to Bill M. Stanfield.

**Section 4. Status and Conversion of Ownership Interests.** Upon the effective date, as defined in Section 5:

- (a) Each issued and outstanding share of SureDecisions, Inc. common stock, par value \$1.00 per share, shall be and continue to be an issued and outstanding share of common stock, par value \$1.00 per share, of the Surviving Corporation;
- (b) Each issued and outstanding share of SureDecisions, Inc. preferred stock, par value \$3.00 per share, shall be and continue to be an issued and outstanding share of preferred stock, par value \$3.00 per share, of the Surviving Corporation; and
- (c) The respective ownership interests of Marsh, Curington, & Company, Inc., as hereinafter outlined, shall convert and shall have no continuation whatsoever in the Surviving Corporation:
  - i. Norm Curington, one-half ownership interest, hereby agrees that such ownership interest in Marsh, Curington, & Company, Inc. shall convert and be contained within the Common Stock owned in the Surviving Corporation as set forth in Section 3(c) above; and
  - ii. Renee Marsh, one-half ownership interest, hereby agrees that such ownership interest in Marsh, Curington, & Company, Inc. shall convert and be contained within the Common Stock owned in the Surviving Corporation as set forth in Section 3(d) above.
- (d) Key employees of Marsh, Curington, & Company, Inc. shall become the owners of SureDecisions, Inc. Common Stock as set forth in Sections 3(i), 3(j), and 3(k) above.

**Section 5. Shareholder's Approval; Effective Date.** This Agreement shall be submitted for approval to the Stockholders of SureDecisions, Inc. and to the Stockholders of Marsh, Curington, & Company, Inc., respectively, and, if approved by such Stockholders by the votes required by law, then Articles of Merger, reflecting this Agreement in the form required under Section 351.430 of the Missouri General and Business Corporation Law shall be delivered to the Missouri secretary of state. The delivery of the Articles of Merger to the Missouri secretary of state shall not be made until the fulfillment of the conditions set forth in Section 7. Evidence of compliance with such conditions shall be submitted to each company not later than the closing date, which shall be such date as the Board of Directors of SureDecisions, Inc. and the principals of Marsh, Curington, & Company, Inc. shall mutually decide. The merger of Marsh, Curington, & Company, Inc. into SureDecisions, Inc. shall become effective on the date the Missouri secretary of state issues a Certificate of Merger reflecting the merger of Marsh, Curington, & Company, Inc. into SureDecisions, Inc. The date on which the merger shall become effective as aforesaid shall be the effective date of this Agreement.

**Section 6. Further Assurance.** Before the effective date, SureDecisions, Inc. and Marsh, Curington, & Company, Inc. shall, subject to the terms and conditions of this Agreement, take all such action as shall be necessary or appropriate in order to effectuate the merger. In case, at any time after the effective date, SureDecisions, Inc. shall determine that any further action or instruments of conveyance are necessary or desirable in order to vest in and confirm to

SureDecisions, Inc. full title to and possession of all the properties, assets, rights, privileges and franchises of Marsh, Curington, & Company, Inc., then the persons who were Officers and Stockholders of Marsh, Curington, & Company, Inc. as of the effective date shall as such Officers and Stockholders take all such action and execute and deliver all such instruments as SureDecisions, Inc. may so determine to be necessary or desirable.

**Section 7. Conditions Precedent to Obligations.** All obligations of the parties under this Agreement are subject to the following conditions precedent to or as of the effective date:

- (a) The Stockholders of SureDecisions, Inc. shall not have, in the manner required by applicable law, authorized and approved the sale, transfer or merger of all or substantially all of its issued and outstanding stock.
- (b) The merger in accordance with the provisions of this Agreement shall have been authorized and approved by the Stockholders of SureDecisions, Inc. and by the principal ownership interests of Marsh, Curington, & Company, Inc. all in the manner required by applicable law.
- (c) Marsh, Curington, & Company, Inc. shall have obtained all necessary consents, in writing in a form satisfactory to SureDecisions, Inc., authorizing the assignment to SureDecisions, Inc. of any contracts or commitments owned by Marsh, Curington, & Company, Inc.
- (d) Norm Curington, Renee Marsh, Shana Bruno, Kathryn Miller, and Nicole Inscoe shall have each acknowledged and agreed to be bound by the SureDecisions, Inc. Shareholder's Agreement dated May 21, 2003, with such Shareholder's Agreement being amended (in a manner acceptable to the interested parties) to require the affirmative vote of at least seventy percent (70%) of the issued and outstanding shares prior to any further issuance of SureDecisions, Inc. common stock that would result in the dilution of ownership interests held by the Common Stockholders of SureDecisions, Inc. as of the effective date.
- (e) No court of competent jurisdiction has issued an injunction or restraining order in an action or proceeding against the merger, brought at the instance of any federal, state or other governmental department, commission, board, bureau, agency or similar instrumentality, which will be binding on SureDecisions, Inc. pending final disposition of such action or proceeding.
- (f) SureDecisions, Inc. shall have received an opinion in writing from its Certified Public Accountant satisfactory to counsel for SureDecisions, Inc. to the effect that the merger of Marsh, Curington, & Company, Inc. into SureDecisions, Inc. as contemplated hereby constitutes a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and will not result in the recognition of any taxable income or gain or deductible loss (i) to SureDecisions, Inc., or (ii) to holders of its common stock except with respect to any cash received in respect of fractional share interests.

**Section 8. Certain Effects of Merger.** On the effective date, all the rights, privileges, powers and franchises of Marsh, Curington, & Company, Inc. shall be possessed by SureDecisions, Inc. and all property, real, personal and mixed and all debts due to Marsh, Curington, & Company, Inc. on whatever account and all other things in action or belonging to Marsh, Curington, & Company, Inc., shall be vested in SureDecisions, Inc., and all property,

rights, privileges, powers and franchises and all and every other interest shall thereafter be as effectually the property of SureDecisions, Inc. as they were of Marsh, Curington, & Company, Inc., and the title to any real estate vested by deed or otherwise under the laws of any jurisdiction shall not revert or be in any way impaired by reason of the merger herein provided for. Likewise, all rights of creditors and all liens upon any property of Marsh, Curington, & Company, Inc. shall be preserved unimpaired, and all debts, liabilities and duties of Marsh, Curington, & Company, Inc. shall upon the effective date attach to SureDecisions, Inc., and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it.

**Section 9. Expenses.** If the merger contemplated herein is not consummated, the expenses of preparing this Agreement and related documents will be shared equally by the parties, and all other expenses will be paid by the party incurring them (including, but not limited to, legal fees and expenses). If the merger contemplated herein is consummated, all expenses incident thereto not theretofore paid by the parties will be paid by the Surviving Corporation.


**Section 10. Entire Agreement; Waiver; Abandonment.** This Agreement embodies the entire agreement between the parties, and there have been and are no agreements, representations or warranties between the parties other than those set forth herein or herein provided for. Either party may waive compliance by the other with any of the covenants or conditions herein; any such waiver by either party shall be sufficiently authorized for the purposes of this Agreement if authorized or ratified by the board of directors or executive committee of such party. At any time prior to the delivery of Articles of Merger to the Missouri Secretary of State, and the issuance of a Certificate of Merger by the Missouri Secretary of State, the merger herein contemplated may be abandoned by action through unanimous consent of the board of directors SureDecisions, Inc. and unanimous consent of all members Marsh, Curington, & Company, Inc.

**Section 11. General.** The Section headings contained in this Agreement are for reference purposes only and do not affect in any way the meaning and interpretation of this Agreement. This Agreement shall not be assignable by either party without the prior consent of the other. This Agreement may be executed simultaneously in two or more counterparts, each of which shall be deemed to be an original, but all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned parties hereto have duly executed this Agreement as of the date first above written.

SUREDECISIONS, INC.

By:   
Lindon W. Duncan II, President

Attest:   
Thomas J. Schum, Secretary

MARSH, CURINGTON, & COMPANY, INC.

By:   
Renee Marsh, Principal

By:   
Norm Curington, Principal



Shana B. Bruno  
Commission #DD369923  
Expires: Sep 12, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.