

P99000030253

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

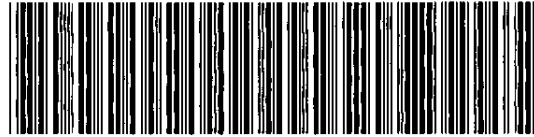
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500202919075

05/02/11--01001--028 **183.75

RECEIVED
11 APR 29 PM 4:21
STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
MAY - 2 2011
EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 29 PM 4:56

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Survivor Company:

WRI Employers Insurance, Inc.

CF - 175.00
CERT 8.75

Signature

Requested by: SETH

Name

04/29/11

Date

11:00

Time

Walk-In

Will Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 29 PM 4:56

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Part 6
Need
merger
Plan Merger

-Buck

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 29 PM 4:56

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes:

FIRST: That **WRI Employers Insurance, Inc.**, the Surviving Corporation, Document Number P99000030253, is incorporated and duly organized under the laws of the State of Florida.

SECOND: That the entities set forth below, the Merging Entities, are each formed and duly organized under the laws of the State of Florida:

Name	Form/Entity/Type	Document Number
Agency Management, L.L.C.	Limited Liability Co.	L04000000271
HR Agency, L.L.C.	Limited Liability Co.	L04000002722
AdvanTech Solutions Insurance L.L.C.	Limited Liability Co.	L03000048892
Advantec – PR, LLC	Limited Liability Co.	L05000019487

THIRD: That attached as Exhibit A hereto is the Plan of Merger between the Surviving Corporation and the Merging Entities setting forth the terms of the Merger, which was approved by each corporation and limited liability company that is a party to the Merger in accordance with Chapters 607 and 608, Florida Statutes.

FOURTH: That the Merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, these Articles of Merger have been executed by the undersigned as of April ____, 2011.

SURVIVING CORPORATION

WRI Employers Insurance, Inc., a Florida corporation

By: Stephen Melvin
Title: Secretary

MERGING ENTITIES:

Agency Management, L.L.C., a Florida limited liability company

By: Stephen Melvin
Title: Secretary

HR Agency, L.L.C., a Florida limited liability company

By: Stephen Melvin
Title: Secretary

AdvanTech Solutions Insurance L.L.C., a Florida limited liability company

By: Stephen Melvin
Title: Secretary

Advantec - PR, LLC, a Florida limited liability company

By: Stephen Melvin
Title: Secretary

EXHIBIT A
PLAN OF MERGER

The names of the parties to the merger (the "Merger") are **WRI Employers Insurance, Inc.**, a Florida corporation (the "Surviving Corporation"), and the following entities, organized where indicated (the "Merging Entities"):

<u>State</u>	<u>Name</u>	<u>Form/Entity/Type</u>
FL	Agency Management, L.L.C.	Limited Liability Co.
FL	HR Agency, L.L.C.	Limited Liability Co.
FL	AdvanTech Solutions Insurance L.L.C.	Limited Liability Co.
FL	Advantec – PR, LLC	Limited Liability Co.

The Terms and Conditions of the Merger are as follows:

A. **Merger.** The Merging Entities shall be merged with and into the Surviving Corporation. The Surviving Corporation shall be the survivor of the merger in the State of Florida under its present name. The Articles of Incorporation and Bylaws, identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of the Surviving Corporation shall continue unaffected and unimpaired by the merger, and the franchises, existence and rights of the Merging Entities shall be merged into the Surviving Corporation and the Surviving Corporation shall be fully vested therewith. The separate and individual existence of the Merging Entities shall cease and terminate as of the Effective Time of the Merger (as hereinafter defined).

B. **Effective Time of Merger.** The merger of the Merging Entities with and into the Surviving Corporation shall be effective as set forth in the Articles of Merger (the "Effective Time of Merger").

C. **Directors and Officers of the Surviving Corporation.** The directors and/or officers of the Surviving Corporation immediately prior to the Effective Time of Merger shall be the directors and/or officers of the Surviving Corporation, from and after the Effective Time of Merger, until their respective successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal, all in accordance with the Surviving Corporation's Articles of Incorporation and Bylaws.

D. **Conversion.** The interests, shares, obligations or other securities of each of the Merging Entities will be converted into shares of common stock of the Surviving Corporation.