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Tallahassee, FL 32301 (850)222-1092

City

State

Zip

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CORPORATION(S) NAME

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Wm. Allen Assoc., Inc.

Merging INTO: ACONDA SOUTHEAST, INC.

☐ Profit

☐ NonProfit

☐ Amendment

☒ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ LLC

☐ Limited Partnership

☐ Annual Report

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C. COULLETTE JUL 08 1999

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**ARTICLES OF MERGER**  
**Merger Sheet**

**MERGING:** -----

**WM. ALLEN & ASSOC., INC.,** a Florida corporation, F26108

**INTO**

**ACORDIA SOUTHEAST, INC.,** a Florida corporation, S09307.

**File date:** July 8, 1999

**Corporate Specialist:** Cheryl Coulliette

# 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 is:

Name

Jurisdiction

ACORDIA SOUTHEAST, INC.

FLORIDA

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

Name

Jurisdiction

Wm. Allen & Assoc., Inc.

FLORIDA

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TALLAHASSEE, FLORIDA

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 7 / 1 / 99 (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 7/1/99

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 7/1/99

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

Typed or Printed Name of Individual & Title

Acordia Southeast, Inc.

James Marnett

James L. GARNETT SR. V.P.

Wm. Allen & Assoc., Inc.

Patel, Brijal

PATRICK J. BRAZILL, PRESIDENT

## PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101 F. S.

THIS PLAN OF MERGER dated as of July 1, 1999, hereinafter referred to as the "Agreement", by and between **WM. ALLEN & ASSOC., INC.**, hereinafter referred to as "Allen", a Florida corporation, whose principal office is at 811-B Douglas Avenue, Dunedin, Florida, 34697-1138, and **ACORDIA SOUTHEAST, INC.**, hereinafter referred to as "Acordia Southeast", a Florida corporation, whose principal office is at 311 Park Place Boulevard, Suite 400, Clearwater, Florida, 33759, follows:

WHEREAS, the Shareholders and Directors of both Allen and Acordia Southeast believe it to be in the best interests of each corporation that Allen be merged with and into Acordia Southeast;

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, and with the intention to be legally bound hereby, the parties hereto agree as follows:

**First:** The Names and Jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Acordia Southeast, Inc.	Florida

**Second:** The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Wm. Allen & Assoc., Inc.	Florida

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

a. Allen shall be merged with and into Acordia Southeast by the transfer to Acordia Southeast of all the assets of Allen subject to all of its liabilities and obligations, which liabilities and obligations Acordia Southeast shall assume, in complete cancellation of all of the capital stock of Allen. Nothing herein shall be deemed to waive any rights of Acordia Southeast to indemnification as set forth in that certain Stock Purchase Agreement dated as of July 1, 1999.

b. The number and names of the Directors and officers of the surviving corporation, who shall hold office until their successors are chosen according to

the Bylaws of the surviving corporation, shall be the current directors and officers of Acordia Southeast. The directors and officers of Allen at the time of the merger shall be relieved of duty and those positions shall cease to exist as of the effective time of the merger.

c. The Bylaws of the surviving corporation shall be the existing Bylaws of Acordia Southeast.

d. Following the adoption of this Agreement by the stockholders of each of the constituent corporations, this Agreement shall be effective as of July 1, 1999.

**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:

The capital stock of Allen shall be completely canceled, and the capital stock of Acordia Southeast shall be unaffected by the merger.

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

The Articles of incorporation of the surviving corporation are not changed.

WM. ALLEN & ASSOC., INC.

BY: Patrick J. Brazill  
Patrick J. Brazill, President

ACORDIA SOUTHEAST, INC.

BY: James J. Hunt  
Title: SR. VP.

#269398