

V 38098

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Hamilton Risk Management Co.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

4/2/11

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HAMILTON RISK MANAGEMENT CO.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

D. Ann Brooks, Esq.
Contact Person

Kingsway America Inc.
Firm/Company

150 NW Point Blvd
Address

Elk Grove Village, Illinois 60007
City/State and Zip Code

abrooks@kingswayamerica.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

D. Ann Brooks At (847) 871-6408
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Walter H. H. Jr.

William A. Hickey, Jr., President

William H. Hall, Jr.

William A. Hickey, Jr., Director

Management Co.

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

HRM Acquisition Corp.

Delaware

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Hamilton Risk Management Co.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

There will be no conversion of any shares or other securities. See the following.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

The sole shareholder of parent (Acadia Acquisition Partners, L.P.) shall receive 100% of the outstanding shares of capital stock of the surviving entity (Hamilton Risk Management Co.)

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A