File Number 5015-686-9

95075462

State of Illinois
Office of
The Secretary of State

Whereas, ARTICLES OF MERGER OF
ROANOKE BROKERAGE SERVICES, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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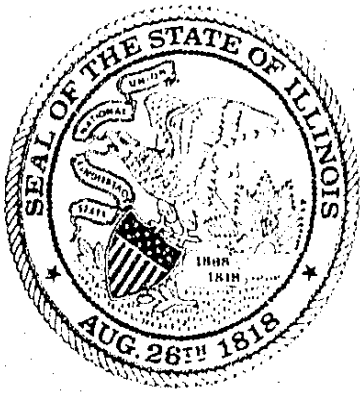
Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 12TH day of JANUARY A.D. 19 95 and of the Independence of the United States the two hundred and 19TH .



George H Ryan
Secretary of State

C-212.1

43.00

Form **BCA-11.25**
(Rev Jan. 1991)

ARTICLES OF MERGER CONSOLIDATION OR EXCHANGE

File # 5015-686-9

George H. Ryan
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-6961

DO NOT SEND CASH!
Remit payment in check or money order, payable to "Secretary of State."
Filing Fee is $100, but if merger or consolidation of more than 2 corporations, $50 for each additional corporation.

FILED
JAN 12 1995
GEORGE H. RYAN
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by Secretary of State
Date 1/12/95
Filing Fee $ 300.00
Approved

1. Names of the corporations proposing to merge / consolidate / exchange shares, and the state of country of their incorporation:

Name of Corporation	State or Country of Incorporation
Roanoke Brokerage Services, Inc.	Illinois
Roanoke Brokerage Services, Inc.	California
Roanoke Brokerage Services, Inc.	Florida
Roanoke Brokerage Services, Inc.	Maryland
Roanoke Brokerage Services, Inc.	New York
Roanoke Brokerage Services, Inc.	South Carolina

2. The laws of the state or country under which each corporation is incorporated permit such merger, consolidation or exchange.

3. (a) Name of the surviving / new / acquiring corporation: Roanoke Brokerage Services, Inc.

(b) it shall be governed by the laws of: Illinois

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4. Plan of merger / consolidation / exchange is as follows: See Attached Exhibit A

If not sufficient space to cover this point, add one or more sheets of this size.

DEPT-01 RECORDING $43.00
T#0011 TRAN 5511 02/01/95 10:07:00
#6424 # RV *-95-075462
COOK COUNTY RECORDER

RECORDING DESK
BOX 170

EXPEDITED

JAN 12 1995

SECRETARY OF STATE

EXPEDITED

JAN 4 1995

SECRETARY OF STATE

(ILL. - 781 - 2/1/91)

5. Plan of merger / consolidation / exchange was approved, as to each corporation not organized in Illinois, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

(The following items are not applicable to mergers under §11.30 —90% owned subsidiary provisions. See Article 7.)

(Only "X" one box for each corporation)

Name of Corporation	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the articles of incorporation voted in favor of the action taken. (§ 11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the articles of incorporation. Shareholders who have not consented in writing have been given notice in accordance with § 7.10 (§ 11.220)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with § 7.10 & § 11.20
Roanoke Brokerage Services, Inc (CA)	☐	☐	☒
Roanoke Brokerage Services, Inc. (FL)	☐	☐	☒
Roanoke Brokerage Services, Inc. (MD)	☐	☐	☒
Roanoke Brokerage Services, Inc. (NY)	☐	☐	☒
Roanoke Brokerage Services, Inc. (SC)	☐	☐	☒
Roanoke Brokerage Services, Inc. (IL)	☐	☐	☒

6. *(Not applicable if surviving, new or acquiring corporation is an Illinois corporation)* N/A

It is agreed that, upon and after the issuance of a certificate of merger, consolidation or exchange by the Secretary of State of the State of Illinois:

a. The surviving, new or acquiring corporation may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Illinois against the surviving, new or acquiring corporation.

b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving, new or acquiring corporation to accept service of process in any such proceedings, and

c. The surviving, new, or acquiring corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Illinois which is a party to the merger, consolidation or exchange the amount, if any, to which they shall be entitled under the provisions of "The Business Corporation Act of 1983" of the State of Illinois with respect to the rights of dissenting shareholders.

7. *(Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)*

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 _____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? ☐ Yes ☐ No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 16, 19 94

Roanoke Brokerage Services, Inc.
(a Maryland Corporation)
(Exact Name of Corporation)

attested by Lewis M. Moeller
(Signature of Secretary or Assistant Secretary)

by James L. Cahalan
(Signature of President or Vice President)

Lewis M. Moeller, Secretary
(Type or Print Name and Title)

James L. Cahalan, Vice President
(Type or Print Name and Title)

Dated December 16, 19 94

Roanoke Brokerage Services, Inc.
(a New York Corporation)
(Exact Name of Corporation)

attested by Lewis M. Moeller
(Signature of Secretary or Assistant Secretary)

by James L. Cahalan
(Signature of President or Vice President)

Lewis M. Moeller, Secretary
(Type or Print Name and Title)

James L. Cahalan, Vice President
(Type or Print Name and Title)

Dated December 16, 19 94

Roanoke Brokerage Services, Inc.
(a South Carolina Corporation)
(Exact Name of Corporation)

attested by Lewis M. Moeller
(Signature of Secretary or Assistant Secretary)

by James L. Cahalan
(Signature of President or Vice President)

Lewis M. Moeller, Secretary
(Type or Print Name and Title)

James L. Cahalan, Vice President
(Type or Print Name and Title)

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7. *(Complete this item if reporting a merger under § 11.30—90% owned subsidiary provisions.)* N/A

a. The number of outstanding shares of each class of each merging subsidiary corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent corporation, are:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation

b. The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary corporation was _____, 19 _____.

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary corporations received? ☐ Yes ☐ No

(If the answer is "No," the duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and of the notice of the right to dissent to the shareholders of each merging subsidiary corporation.)

8. The undersigned corporation has caused these articles to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated December 16, 19 94

Roanoke Brokerage Services, Inc. (an Illinois Corporation)
(Exact Name of Corporation)

attested by [signature]
(Signature of Secretary or Assistant Secretary)

by [signature]
(Signature of President or Vice President)

Lewis M. Moeller, Secretary
(Type or Print Name and Title)

James L. Cahalan, Vice President
(Type or Print Name and Title)

Dated December 16, 19 94

Roanoke Brokerage Services, Inc. (a California Corporation)
(Exact Name of Corporation)

attested by [signature]
(Signature of Secretary or Assistant Secretary)

by [signature]
(Signature of President or Vice President)

Lewis M. Moeller, Secretary
(Type or Print Name and Title)

James L. Cahalan, Vice President
(Type or Print Name and Title)

Dated December 16, 19 94

Roanoke Brokerage Services, Inc. (a Florida Corporation)
(Exact Name of Corporation)

attested by [signature]
(Signature of Secretary or Assistant Secretary)

by [signature]
(Signature of President or Vice President)

Lewis M. Moeller, Secretary
(Type or Print Name and Title)

James L. Cahalan, Vice President
(Type or Print Name and Title)

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(ILL. - 781)

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 16th day of December, 1994, by and among Roanoke Brokerage Services, Inc., an Illinois corporation incorporated on January 2, 1973 under the former name of Roanoke International Insurance Agency, Inc. ("RBSI-IL"); Roanoke Brokerage Services, Inc., a California corporation incorporated on August 7, 1972 under the former name of Roanoke International Insurance, Inc. ("RBSI-CA"); Roanoke Brokerage Services, Inc., a Florida corporation incorporated on January 20, 1977 under the former name of Roanoke International Insurance Agency, Inc. ("RBSI-FL"); Roanoke Brokerage Services, Inc., a Maryland corporation incorporated on July 10, 1978 under the former name of Roanoke International Insurance Agency, Inc. ("RBSI-MD"); Roanoke Brokerage Services, Inc., a New York corporation incorporated on March 26, 1976 under the former name of Roanoke International Agency, Inc. ("RBSI-NY"); and Roanoke Brokerage Services, Inc., a South Carolina corporation incorporated on November 14, 1988 under the former name of Roanoke International Insurance Agency, Inc. ("RBSI-SC") (collectively, RBSI-CA, RBSI-FL, RBSI-MD, RBSI-NY and RBSI-SC shall hereinafter be referred to as the "Merging Corporations");

WHEREAS, RBSI-IL and the Merging Corporations are each wholly owned subsidiaries of The Roanoke Companies, Inc., an Illinois corporation ("Roanoke");

WHEREAS, there are (i) 1,000 shares of common stock, $0.01 par value per share, authorized for issuance by RBSI-IL, (ii) 2,500 shares of common stock, $10.00 par value per share, authorized for issuance by RBSI-CA, (iii) 100 shares of common stock, no par value, authorized for issuance by RBSI-FL, (iv) 1,000 shares of common stock, $1.00 par value per share, authorized for issuance by RBSI-MD, (v) 100 shares of common stock, no par value, authorized for issuance by RBSI-NY, and (vi) 10,000 shares of common stock, $1.00 par value per share, authorized for issuance by RBSI-SC;

WHEREAS, there are (i) 100 shares of common stock of RBSI-IL issued and outstanding and entitled to vote on a merger, (ii) 1,000 shares of common stock of RBSI-CA issued and outstanding and entitled to vote on a merger, (iii) 10 shares of common stock of RBSI-FL issued and outstanding and entitled to vote on a merger, (iv) 1,000 shares of common stock of RBSI-MD issued and outstanding and entitled to vote on a merger, (v) 10 shares of common stock of RBSI-NY issued and outstanding and entitled to vote on a merger, and (vi) 10,000 shares of common stock of RBSI-SC issued and outstanding and entitled to vote on a merger, all of which shares are held by Roanoke as the sole shareholder of each respective subsidiary;

WHEREAS, the Boards of Directors of RBSI-IL and each of the Merging Corporations each believe that a merger of the Merging Corporations with and into RBSI-IL, upon the terms and conditions set forth below (the "Merger"), would result in economies of scale, increased operating efficiencies, and financial stability;

WHEREAS, the Boards of Directors of RBSI-IL and each of the Merging Corporations each deem the Merger to be in the best interests of their respective corporations and have submitted this Plan of Merger to the shareholder of their respective corporations; and

WHEREAS, the shareholder of RBSI-IL and the Merging Corporations has adopted and approved this Plan of Merger and authorized its execution.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual agreements, provisions, and covenants set forth below, the parties adopt and agree to the following terms and conditions relating to the Merger and the method of carrying the Merger into effect:

1. **Merger**. Upon the Effective Date, as defined in Section 9 of this Plan of Merger, the Merging Corporations will be merged with and into the RBSI-IL, which will be the surviving corporation (the "Surviving Corporation"). The legal existence of RBSI-IL will continue at all times before, during, and after the Merger, as the Surviving Corporation; the separate legal existence of the Merging Corporations will terminate as a result of the Merger. The Merger will be pursuant to the terms and conditions set forth in this Plan of Merger.

2. **Name**. The name of the Surviving Corporation will be "Roanoke Brokerage Services, Inc."

3. **Articles of Incorporation**. The articles of incorporation of RBSI-IL ("Articles of Incorporation"), [illegible], will, from and after the Effective Date, be the articles of incorporation governing the Surviving Corporation, until amended or terminated as therein provided. The purpose or purposes for which the Surviving Corporation will be organized will, from and after the effective date, be:

> The transaction of any or all lawful business or activity for which corporations may be organized under The Business Corporation Act of 1983 of the State of Illinois, including, but not limited to, transacting business as an insurance agency, brokerage, consultant, producer or registered firm.

4. **By-laws**. The by-laws of RBSI-IL ("By-Laws"), [illegible] will, from and after the Effective Date, be the by-laws of the Surviving Corporation, until further altered, amended, or rescinded as therein provided or as provided in the Articles of Incorporation.

5. **Board of Directors**. The Board of Directors of the Surviving Corporation, at the Effective Date, will consist of all the persons who are members of the Board of Directors of RBSI-IL immediately prior to the Effective Date. Such directors will serve as directors of the Surviving Corporation until the next annual meeting of Shareholders of the Surviving Corporation or until their respective successors have been duly elected and qualified in accordance with the By-Laws.

6. Officers. The following persons will serve as officers of the Surviving Corporation at the Effective Date, and each such person will occupy the office or offices set forth opposite their respective names:

William D. Sterrett	Chairman of the Board and Chief Executive Officer
Robert P. Froese	President and Chief Operating Officer
Lewis M. Moeller	Secretary and Treasurer
James L. Cahalan	Vice President - Legal Affairs and Assistant Secretary
John F. Walsh	Executive Vice President, Western Division
Kathleen A. Wilson	Executive Vice President, Eastern Division
Ronald P. Bethke	Division Vice President, Sales
Gerard M. Dooner	Senior Vice President
James J. Aiken	Senior Vice President
Oliver L. Myers	Senior Vice President
David C. Parker	Senior Vice President
William V. Florio	Senior Vice President
Dennis W. Gates	Vice President
Janet L. Politi	Vice President
Richard P. Councill	Assistant Secretary
Jimmie Sue Browning	Assistant Secretary

Such persons will serve as officers of the Surviving Corporation until the first meeting of the Board of Directors following the next annual meeting of Shareholders of the Surviving Corporation or until their respective successors have been duly elected or appointed in accordance with the By-Laws.

7. Effect of the Merger. Upon the Effective Date, RBSI-IL and the Merging Corporations will become a single corporation, the Surviving Corporation, in accordance with this Plan of Merger. The Surviving Corporation thereafter will possess all of the rights, privileges, powers, franchises, and immunities and be subject to all of the duties and liabilities of a single corporation organized under Illinois law. Additionally, the Surviving Corporation thereafter will possess all of the rights, privileges, powers, franchises, and immunities (both

public and private) and be subject to all of the restrictions, duties, and liabilities of RBSI-IL and each of the Merging Corporations, respectively, and all property and assets (whether real, personal, or mixed) and all debts and obligations due on any account, and all other choses in action, and every other interest of or belonging due to RBSI-IL and each of the Merging Corporations, as separate legal entities, will, without further act or deed, vest in the Surviving Corporation. As of the Effective Date, the Surviving Corporation will be responsible and liable for all the liabilities and obligations of RBSI-IL and each of the Merging Corporations, and a claim of or against or a pending proceeding by or against RBSI-IL or any of the Merging Corporations may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of RBSI-IL or any of the Merging Corporations. Neither the rights of creditors nor any liens upon the property of RBSI-IL or any of the Merging Corporations will be impaired by the Merger.

8. Conversion of Shares. Upon the Effective Date, the outstanding shares of each of the Merging Corporations will be cancelled and no shares of the Surviving Corporation will be issued in exchange thereof. Each share of the Surviving Corporation outstanding prior to the Effective Date will remain outstanding.

9. Effective Date of the Merger. The Merger shall become effective on the 1st day of January, 1995 (the "Effective Date"), For accounting purposes only.

10. Termination. Unless the Merger has become effective, as provided in Section 9, prior to March 31, 1995 (the "Termination Date"), this Plan of Merger will terminate and all agreements made herein or in furtherance hereof, together with all petitions, agreements, or documents of any kind filed with any regulatory body in furtherance hereof, will become null and void and of no effect whatsoever.

11. Consummation of Merger. Appropriate officers of RBSI-IL and each of the Merging Corporations are hereby authorized to execute, acknowledge, file, deliver, and record all necessary documents and take all actions and do all things necessary, advisable, or proper under the laws of the States of Illinois, California, Florida, Maryland, New York and South Carolina to consummate and make effective the Merger and to carry out the purposes of this Plan of Merger, as may be required under Illinois, California, Florida, Maryland, New York or South Carolina law.

12. Headings. The headings in this Plan of Merger are for convenience only and will not be considered a part of or affect the construction or interpretation of any provision of this Plan of Merger.

13. Governing Law. This Plan of Merger is to be construed and interpreted in accordance with the internal laws of the State of Illinois, without regard to principles of conflicts of law.

14. Representations and Warranties of Signatories. Each of the signatories to this Plan of Merger represents and warrants that he is authorized by the party that he represents to execute this Plan of Merger on behalf of such party.

15. Counterparts. This Plan of Merger may be executed in counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Plan of Merger to be duly executed by duly authorized officers as of the date first above written.

ROANOKE BROKERAGE SERVICES, INC.,
an Illinois corporation

By: James L. Cahalan
James L. Cahalan, Vice President

ATTEST:

Lewis M. Moeller
Lewis M. Moeller
Secretary and Treasurer

ROANOKE BROKERAGE SERVICES, INC.,
a California corporation

By: James L. Cahalan
James L. Cahalan, Vice President

ATTEST:

Lewis M. Moeller
Lewis M. Moeller
Secretary and Treasurer

ROANOKE BROKERAGE SERVICES, INC.,
a Florida corporation

James L. Cahalan
James L. Cahalan, Vice President

ATTEST:

Lewis M. Moeller
Lewis M. Moeller
Secretary and Treasurer

ROANOKE BROKERAGE SERVICES, INC.,
a Maryland corporation

By: James L. Cahalan
James L. Cahalan, Vice President

ATTEST:

Lewis M. Moeller
Lewis M. Moeller
Secretary and Treasurer

ROANOKE BROKERAGE SERVICES, INC.,
a New York corporation

By: James L. Cahalan
James L. Cahalan, Vice President

ATTEST:

Lewis M. Moeller
Lewis M. Moeller
Secretary and Treasurer

ROANOKE BROKERAGE SERVICES, INC.,
a South Carolina corporation

By: James L. Cahalan
James L. Cahalan, Vice President

ATTEST:

Lewis M. Moeller
Lewis M. Moeller
Secretary and Treasurer

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RECORDING DESK
BOX 170

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