

**ARTICLES OF MERGER
OF INSURANCE CONNECTION, INC.,
AN ALABAMA CORPORATION,
INTO ITS PARENT
LANCER MANAGEMENT COMPANY, INC.,
A NEW YORK CORPORATION
UNDER SECTIONS 10a-2-11.05 and 10a-2-11.07 OF THE
ALABAMA BUSINESS AND NONPROFIT ENTITIES CODE**

Alabama
Sec. Of State
Merger
001-230
Date 12/30/2015
Time 17:00
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Pursuant to Sections 10a-2-11.05 and 10a-2-11.07 of the Alabama Business and Nonprofit Entities Code, Lancer Management Company, Inc. adopts the following Articles of Merger for the purpose of merging Insurance Connection, Inc., a subsidiary corporation. into Lancer Management Company, Inc. as the surviving corporation:

FIRST: Pursuant to the Plan of Merger, Insurance Connection, Inc., an Alabama corporation, is merging into its parent, Lancer Management Company, Inc., a New York corporation. (190-432)

SECOND: The following Plan of Merger was adopted by Lancer Management Company, Inc. in the manner prescribed by the laws of the State of New York. (894-245)

1. Names of Constituents

- A. The name of the corporation to be merged is Insurance Connection, Inc., an Alabama corporation (hereinafter "Insurance Connection");
- B. The name of the Surviving Corporation is Lancer Management Company, Inc., a New York corporation (hereinafter "LMC"). LMC was previously known as Delaney Management Company, Inc.

2. Outstanding Shares of Constituent Corporations

- A. Insurance Connection: 1,000 shares of common stock with \$1.00 par value each are outstanding, all of which are owned by LMC;
- B. LMC: 49 shares of common stock with no par value, all of which are owned by Lancer Financial Group, Inc., an Illinois corporation ("LFG").

3. Terms and Conditions of Merger

- A. On the effective date, as defined in Section 3(C), Insurance Connection shall be merged into LMC, which shall hereinafter be referred to as the "Surviving Corporation". The corporate existence of LMC, with its purposes, powers and objects, shall continue unaffected and unimpaired by the merger, and as the Surviving Corporation, it shall be governed by the laws of the State of New York and shall succeed insofar as permitted by

Secretary of State
State of Alabama
I hereby certify that this is a true and complete
copy of the document filed in this office on
12/30/15
DATE: 1/4/16
J. M. McCall
Secretary of State
RAM

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law, to all rights, assets, liabilities and obligations of Insurance Connection, all in accordance with, and with the effect stated in Article 9 of the New York Business Corporation Law, and Article 11 of the Alabama Business and Nonprofit Entities Code.

- B. If at any time after the effective date, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other things are necessary or desirable to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to any property or right of Insurance Connection acquired or to be acquired by reason of or as a result of the merger, the officers and directors of Insurance Connection, as the case may be, in office immediately prior to the effective date shall in the name and on behalf of such corporation, execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary and proper to vest, perfect or confirm title to such property or rights in the Surviving Corporation and otherwise carry out the purpose of this Plan of Merger and the proper officers and directors of the Surviving Corporation are hereby authorized in the name of Insurance Connection or otherwise to take any and all such action.
 - C. Consummation of the merger shall become effective upon the filing of appropriate instruments with respect to this Plan of Merger, as may be required by the State of New York in the New York Business Corporation Law, and the State of Alabama in the Alabama Business and Nonprofit Entities Code, in order for the merger to become effective. The time of taking effect of the merger is herein referred to as the "Effective Date".
4. Certificate of Incorporation, By-Laws, Board of Directors, Officers.
- A. The Certificate of Incorporation of LMC, as in effect immediately prior to the Effective Date, shall be the Certificate of Incorporation of the Surviving Corporation until altered or amended.
 - B. The By-Laws of LMC, as in effect immediately prior to the Effective Date, shall be the By-Laws of the Surviving Corporation until altered, amended or repealed.
 - C. The directors of LMC, in office immediately prior to the Effective Date, shall be the directors of the Surviving Corporation and shall hold office as provided in the By-Laws of the Surviving Corporation.
 - D. The officers of LMC, in office immediately prior to the Effective Date, shall be the officers of the Surviving Corporation at the Effective Date, to hold office as provided in the By-Laws of the Surviving Corporation.



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5. Conversion of Shares

- A. On the Effective Date each share of Insurance Connection stock outstanding immediately prior to the Effective Date shall, upon the Effective Date, be cancelled and no cash, property or securities shall be issued in respect thereof. The net effect of the merger is that LFG, the effective sole owner of the constituent corporations, will be the sole owner of the Surviving Corporation.
- B. After the Effective Date, no transfer of shares of Insurance Connection stock outstanding immediately prior to the Effective Date shall be made on the stock transfer books of the Surviving Corporation.

6. Termination

This Plan of Merger may be terminated and the merger abandoned automatically at any time prior to the Effective Date.

7. Accomplishment of Merger

LMC and Insurance Connection each shall take such action on its part as may be necessary or desirable to consummate the merger.

THIRD: The number of outstanding shares of Insurance Connection is 1,000 shares of Common Stock; all of which are owned by LMC.

FOURTH: The Plan of Merger was approved by the Board of Directors and the Shareholders of both Insurance Connection and LMC.

FIFTH: The Articles of Incorporation of Insurance Connection are filed in Shelby County, Alabama.

IN WITNESS WHEREOF, the undersigned have subscribed this Article of Merger and hereby affirm it as true under the penalties of perjury this 16th day of December, 2015.

Lancer Management Company, Inc.

By:


Wayne S. Ricci, President


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Attest:


John A. Petrilli, Secretary