

TO: SCOTT P. SLYKAS COMPANY: 150 HARVESTER DRIVE

03-11-2010



103591388

Electronic Version v1.1

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/26/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Yellow Key Insurance Agency, Inc.		02/17/2010	CORPORATION: ILLINOIS

RECEIVING PARTY DATA

Name:	InsureOne Independent Insurance Agency, LLC
Doing Business As:	DBA Yelow Key Insurance Agency, Inc.
Street Address:	4450 Sojourn Drive
Internal Address:	Suite 500
City:	Addison
State/Country:	TEXAS
Postal Code:	75001
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2363909	YELLOW KEY
Registration Number:	3161423	YELLOW KEY INSURANCE
Registration Number:	2320884	YELLOW KEY

CORRESPONDENCE DATA

Fax Number: (630)560-7013
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 630-560-7896
 Email: scott.slykas@affirmativeinsurance.com
 Correspondent Name: Scott P. Slykas
 Address Line 1: 150 Harvester Drive
 Address Line 2: Suite 300
 Address Line 4: Burr Ridge, ILLINOIS 60527

OP \$90.00 2363909

TO: SCOTT P. SLYKAS COMPANY: 150 HARVESTER DRIVE

NAME OF SUBMITTER:	Scott P. Slykas
Signature:	/Scott P. Slykas/
Date:	02/17/2010
Total Attachments: 3 source=TM - Yellow Key Specimen (YP Ad) 02022010#page1.tif source=TM - Yellow Key Specimen 02022010#page1.tif source=TM - Yellow Key Specimen (YP Ad 2) 02022010#page1.tif	

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER dated as of February 24, 2010 (the "**Agreement**"), is entered into by and among **Yellow Key Insurance Agency, Inc.**, an Illinois corporation ("**YKIA**") and **InsureOne Independent Insurance Agency, LLC**, an Illinois limited liability company ("**InsureOne**").

Recitals:

A. The respective Boards of Directors of YKIA and InsureOne have approved the business combination transaction provided for herein in which YKIA would merge with and into InsureOne (the "**Merger**") on the terms and subject to the conditions set forth in this Agreement.

B. Pursuant to the Merger, each issued and outstanding share of YKIA Common Stock (as defined below) will be converted into the right to receive the Merger Consideration (as defined below).

C. For Federal income tax purposes, it is intended that the Merger shall qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "**Code**").

Agreement:

NOW, THEREFORE, in consideration of the premises and of the mutual promises and covenants contained herein, and other good and valuable consideration, the receipt and sufficiency of which being acknowledged by the parties hereto, the parties hereby agree as follows:

ARTICLE I - DEFINITIONS

Capitalized terms used in this Agreement are used as defined in this Article I or elsewhere in this Agreement.

"**Closing**" has the meaning set forth in Section 2.02.

"**Closing Date**" has the meaning set forth in Section 2.02.

"**Effective Time**" has the meaning set forth in Section 2.03.

"**IBC**" means the Illinois Business Corporation Act of 1983, as amended.

"**ILL**" means the Illinois Limited Company Act, as amended.

"**InsureOne**" means InsureOne Independent Insurance Agency, LLC.

"Membership Units" means equity membership interests (a/k/a "Units") in InsureOne Independent Insurance Agency, LLC.

"Merger Consideration" means, in respect of each share of (i) YKIA Common Stock, the right to receive (ii) one (1) Membership Unit of InsureOne.

"Surviving Entity" means, upon effectiveness of the Merger, InsureOne.

"YKIA Common Stock" means shares of Yellow Key Insurance Agency, Inc.'s Common Stock, \$.01 par value.

ARTICLE II - THE MERGER

2.01 The Merger. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the terms and conditions of the IBCA and ILLCA, YKIA shall be merged with and into InsureOne at the Effective Time of the Merger. Following the Merger, the separate corporate existence of YKIA shall cease and InsureOne shall continue as the surviving entity and shall succeed to and assume all the rights and obligations of YKIA in accordance with the ILLCA.

2.02 Closing. The Closing of the Merger (the "**Closing**") will take place at 150 Harvester Drive, Suite 500, Burr Ridge, Illinois 60527 at 10:00 a.m. on the date hereof or another date to be mutually agreed upon between the parties (the date of the Closing being referred to herein as the "**Closing Date**"). At the Closing, (a) the Certificates required by Article III shall be delivered, (b) the appropriate officers of InsureOne and YKIA shall execute and acknowledge the Articles of Merger (as described below), and (c) the parties shall take such further action as is required to consummate the transactions described in this Agreement and the Articles of Merger.

2.03 Effective Time. As soon as practicable on or after the Closing Date, the parties shall file a Articles of Merger substantially in the form of Exhibit "A" hereto (the "**Articles of Merger**") executed in accordance with the relevant provisions of the BOC and shall make all other filings or recordings required under the ILLCA. The Merger shall become effective on February 26, 2010 (the time the Merger becomes effective being the "**Effective Time**" of the Merger).

2.04 Effects of the Merger. The Merger shall have the effects set forth in Section 37-20 of the ILLCA.

2.05 Operating Agreement.

(a) The Articles of Organization of InsureOne as in effect at the Effective Time shall be the Articles of Organization of the Surviving Entity until thereafter changed or amended as provided therein or by applicable law.

(b) The Operating Agreement of InsureOne as in effect at the Effective Time of the Merger shall be the Operating Agreement of the Surviving Entity until thereafter changed or amended as provided therein or by applicable law.

2.06 Managers. The board of managers of InsureOne at the Effective Time of the Merger shall be the board of managers of the Surviving Entity until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

2.07 Officers. The officers of InsureOne at the Effective Time of the Merger shall be the officers of the Surviving Entity until the earlier of their resignation or removal or until their respective successors are duly elected and qualified, as the case may be.

ARTICLE III - EFFECT OF MERGER ON CAPITAL STOCK OF THE PARTIES; EXCHANGE OF CERTIFICATES

3.01 Effect on Capital Stock. As of the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of any shares of capital stock of YKIA or any Membership Units of InsureOne, the following shall occur:

(a) Conversion of YKIA Stock. Each share of YKIA Common Stock issued and outstanding as of the Effective Time of the Merger shall be converted into the right to receive the Merger Consideration. As of the Effective Time of the Merger, all shares of YKIA Common Stock shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each holder of a certificate representing any shares of YKIA Common Stock shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration in exchange therefor.

(b) Cancellation of Treasury Stock. All shares of YKIA Common Stock, if any, that are owned as treasury stock as of the Effective Time of the Merger shall be canceled and retired and shall cease to exist and Membership Units of InsureOne or other consideration shall be delivered in exchange therefor.

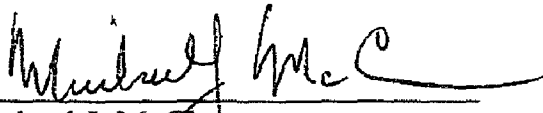
3.02 Exchange of Certificates; Payment of Merger Consideration. Each holder of record of a certificate or certificates that immediately prior to the Effective Time of the Merger represented issued and outstanding shares of YKIA Common or Preferred Stock (the "Certificates") whose shares were converted into the right to receive the Merger Consideration pursuant to Section 3.01 shall surrender such Certificates for cancellation to InsureOne, duly executed, and immediately following the Effective Time. InsureOne shall thereupon issue to such holder in exchange therefor a certificate representing the number of InsureOne Membership Units that such holder has the right to receive pursuant to the provisions of Section 3.01 hereof. Upon payment of the Merger Consideration, the Certificates so surrendered shall forthwith be canceled.

3.03 Shareholder and Member Approval. To the extent required under the ILLCA, each party, acting through its respective Board of Directors or Board of Managers, as the case shall be, shall as soon as practicable after the date hereof, duly call, prepare and give written notice of, convene and hold a special meeting of its shareholders and/or members for the purpose of considering and taking action upon this Agreement and all transactions contemplated hereby; provided, however, that such shareholder and/or member action may be taken pursuant to a written consent in lieu of a special meeting.

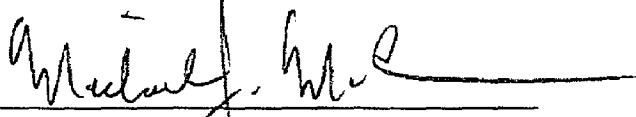
3.04 Fees and Franchise Taxes. InsureOne shall be responsible for the payment of all fees and franchise taxes and will be obligated to pay such fees and franchise taxes if the same are not timely paid.

EXECUTED as of the date first written above.

Yellow Key Insurance Agency, Inc.

By: 
Michael J. McClure,
Executive Vice President and
Chief Financial Officer

InsureOne Independent Insurance Agency, LLC

By: 
Michael J. McClure,
Executive Vice President and
Chief Financial Officer



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

0063418-2

02/26/2010

C T CORPORATION SYSTEM
208 SO LASALLE ST, SUITE 814
CHICAGO, IL 60604-1101

RE INSUREONE INDEPENDENT INSURANCE AGENCY, LLC

DEAR SIR OR MADAM:

ARTICLES OF MERGER FOR THE ABOVE-NAMED COMPANY HAVE BEEN
PLACED ON FILE.

THE REQUIRED FEE IS HEREBY ACKNOWLEDGED.

SINCERELY YOURS,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
LIMITED LIABILITY DIVISION
(217) 524-8008

JW:LLC

TRADEMARK

REEL: 004165 FRAME: 0149

Secretary of State Jesse White
Department of Business Services
Limited Liability Division
501 S. Second St., Rm. 351
Springfield, IL 62756
217-524-8008
www.cyberdriveillinois.com

Payment must be made by check or money order payable to Secretary of State. Filing fee is \$100, but if merger of more than two entities, \$50 for each additional entity.

**Illinois
Limited Liability Company Act
Articles of Merger**

SUBMIT IN DUPLICATE

Must be typewritten.

This space for use by Secretary of State.

Date:
Filing Fee: \$ 100.⁰⁰
Approved: ps

FILE #: 00634182

This space for use by Secretary of State.

FILED

FEB 26 2010

JESSE WHITE
SECRETARY OF STATE

1. Names of Entities proposing to merge, and State or Country of Organization:

Name of Entity	Type of Entity (Corporation, Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File Number (if any)
<u>Yellow Key Insurance Agency, Inc.</u>	<u>Corporation</u>	<u>Illinois</u>	<u>D6284-410-8</u>
<u>InsureOne Independent Insurance Agency, LLC</u>	<u>Limited Liability Company</u>	<u>Illinois</u>	<u>D0063-418-2</u>

2. The plan of merger has been approved and signed by each Limited Liability Company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these Articles of Merger.

3. a. Name of Surviving Entity: InsureOne Independent Insurance Agency, LLC

b. Address of Surviving Entity: 150 Harvester Drive, Suite 300, Burr Ridge, Illinois 60527

4. Effective date of merger: (check one)

a. the filing date, or

b. a later date, but not more than 30 days subsequent to the filing date: _____
Month, Day, Year

5. If the survivor is a Limited Liability Company, indicate changes that are necessary to its Articles of Organization by reason of this merger:

None


6. For the Limited Liability Companies that are parties to the merger, complete the following:

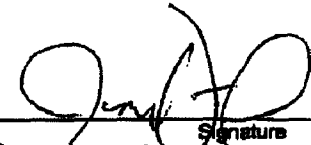
Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
<u>InsureOne Independent</u>	<u>Illinois</u>	<u>12/5/2001</u>	<u>N/A</u>
<u>Insurance Agency, LLC</u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

7. If the surviving entity is not a Limited Liability Company, the entity agrees that it may be served with process in Illinois and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State, which is to merge, and for the enforcement, as provided in this Act, of the right of members of any Limited Liability Company to receive payment for their interest against the surviving entity.

8. The undersigned entities caused these Articles of Merger to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

Dated February 26, 2010
Month & Day Year

1. 
Signature
Joseph G. Fisher, Secretary
Name and Title (type or print)
Yellow Key Insurance Agency, Inc.
Name if a Corporation or other Entity

2. 
Signature
Joseph G. Fisher, manager
Name and Title (type or print)
Insure One Independent Insurance Agency, LLC
Name if a Corporation or other Entity

3. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

4. _____
Signature

Name and Title (type or print)

Name if a Corporation or other Entity

If more space is needed, please attach additional sheets of this size.

**Signatures must be in black ink on an original document.
 Carbon copy, photocopy or rubber stamp signatures
 may only be used on conformed copies.**