

F07000003176

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

(Business Entity Name)

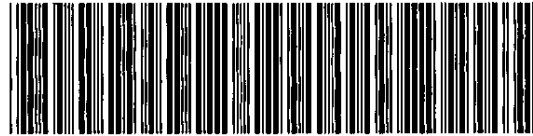
(Document Number)

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correct file date.*



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FILED  
07 JUN 21 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Name  
Change*

*SP*



**KILPATRICK  
STOCKTON LLP**

Attorneys at Law

June 14, 2007

Suite 2800 1100 Peachtree St.  
Atlanta, GA 30309-4530  
t 404 815 6500 f 404 815 6555  
www.KilpatrickStockton.com

direct dial 404-685-6783  
direct fax 404-541-3433  
[DHill@KilpatrickStockton.com](mailto:DHill@KilpatrickStockton.com)

**VIA OVERNIGHT COURIER**

Secretary of State of Florida  
Corporations Division  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RECEIVED  
07 JUN 22 AM 8:00  
SECRETARY OF STATE

Re: MULTI STEP FILING

1. Resubmission of Qualification forms for Chipper Corporation (d/b/a Chipper Acquisition Corporation)
2. Filing Notice of Merger withdrawing TALX Corporation and changing the name of Chipper Acquisition to TALX Corporation

Dear Sir/Madam:

Pursuant to your notice, a copy of which is attached hereto, I am hereby resubmitting the qualification documents for Chipper Corporation, which for the purposes of qualifying will use the name Chipper Acquisition Corporation.

**Once the company has qualified, we need to immediately change its name to TALX Corporation. On May 15, 2007, Chipper Corporation (d/b/a in Florida as Chipper Acquisition Corporation) merged with TALX Corporation, a Missouri corporation also qualified in the State of Florida, with Chipper being the surviving corporation. As a result of and part of the merger, Chipper Corporation amended its articles to change its name to TALX Corporation.**

**It is critical that Chipper Corporation (d/b/a Chipper Acquisition Corporation) retain the name TALX Corporation in the State of Florida and the name not become available to the general public. If you need a different form, more fees or any additional information, please call me at 404-685-6783 and I will immediately provide whatever is needed.**

June 14, 2007  
Secretary of State of Florida  
Page 2 of 2

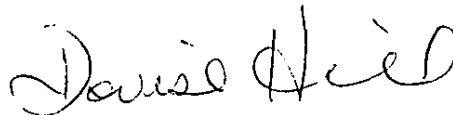
In order to change the name of Chipper Corporation in the State of Florida, I have enclosed the following:

1. Certificate of Merger and Certified copy of the Summary Articles of Merger between Chipper Corporation and TALX Corporation, evidencing the name change for Chipper Corporation;
2. Good Standing Certificate from the Secretary of State of Missouri for Chipper Corporation (k/n/a/ TALX Corporation);
3. Application by Foreign Corporation for Withdrawal of Authority for TALX Corporation;
4. Application by Foreign Corporation to File Amendment to Application for Authorization for Chipper Acquisition;
5. 2 checks, each in the amount of \$35.00 to cover the filing fees.

Again, should you need any additional information, please contact the undersigned at 404-685-6783.

Thank you for your assistance with this matter.

Sincerely,



Denise Hill  
Corporate Paralegal

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Chipper Corporation, d/b/a Chipper Acquisition Corporation  
(Name of Corporation)

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Denise Hill, Corporate Paralegal  
(Name of Contact Person)

Kilpatrick Stockton  
(Firm/Company)

Suite 2800, 1100 Peachtree Street  
(Address)

Atlanta, Georgia 30309  
(City/State and Zip Code)

For further information concerning this matter, please call:

Denise Hill, Corporate Paralegal at (404 ) 685-6783  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee & Certificate of Status

\$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)

\$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

\_\_\_\_\_  
(Document number of corporation (if known))

1. Chipper Acquisition Corporation  
(Name of corporation as it appears on the records of the Department of State)
2. Missouri 3. June 21, 2007  
(Incorporated under laws of) (Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? May 15, 2007

5. TALX Corporation  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

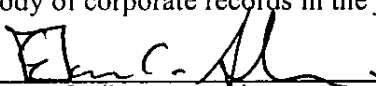
6. If the amendment changes the period of duration, indicate new period of duration.

no change  
(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

no change  
(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

  
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Dean C. Arvidson  
(Typed or printed name of person signing)

Secretary  
(Title of person signing)

FILED  
07 JUN 21 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State


**CORPORATION DIVISION  
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

**TALX CORPORATION  
00796126**

was created under the laws of this State on the 14th day of February, 2007, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 13th day of June, 2007

  
Secretary of State



Certification Number: 9797230-1 Reference

# STATE OF MISSOURI



Robin Carnahan  
Secretary of State

## CERTIFICATE OF MERGER MISSOURI ENTITY SURVIVING

WHEREAS, Articles of Merger of the following entities:

**TALX CORPORATION – 00148906**

**INTO:**

**CHIPPER CORPORATION – 00796126**

Organized and existing under laws of Missouri have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned entities is effected, with


**CHIPPER CORPORATION – 00796126**

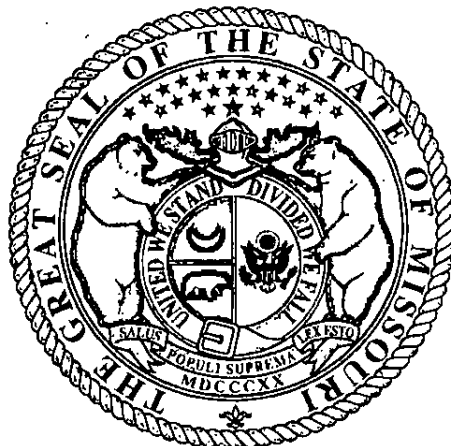
as the surviving entity.

The name subsequently changed to:

**TALX CORPORATION**

IN TESTIMONY WHEREOF, I hereunto  
set my hand and cause to be affixed the  
GREAT SEAL of the State of Missouri.  
Done at the City of Jefferson, this  
15th day of May, 2007.

  
Secretary of State





00796126

**CERTIFICATE OF CORPORATE RECORDS**

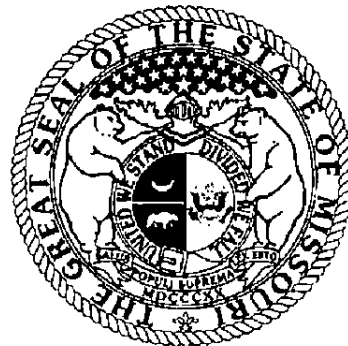
**TALX CORPORATION**

I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of May, 2007

*Robin Carnahan*

Secretary of State





File Number:  
00796126  
Date Filed: 05/15/2007  
Robin Carnahan  
Secretary of State

**SUMMARY ARTICLES OF MERGER**

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned surviving corporation certifies the following:

1. The constituent corporations are Chipper Corporation (00796126) of Missouri and TALX Corporation (00148906) of Missouri.
2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations as required by Chapter 351, RSMo.
3. The name of the surviving corporation is Chipper Corporation of Missouri.
4. The merger has effected an amendment to the Articles of Incorporation of the surviving corporation. Article One is amended to read as follows:

**ARTICLE ONE  
NAME**

The name of the corporation (hereinafter referred to as the "Corporation") is TALX Corporation.

5. The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation at 1550 Peachtree Street, N.W., Atlanta, Georgia 30309.
6. A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request, and without cost, to any shareholder of any constituent corporation.
7. The effective date of this document is the date it is filed by the Secretary of State of Missouri.

In Affirmation thereof, the facts stated above are true and correct:  
(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo.)

  
\_\_\_\_\_ Kent E. Mast \_\_\_\_\_ President May 15, 2007  
Authorized Signature Printed Name Title Date



TAXATION BUREAU  
P O BOX 3666  
JEFFERSON CITY MO 65105-3666

STATE OF MISSOURI  
Department of Revenue

Telephone: (573) 751-9268  
Fax: (573) 522-1160  
E-mail: taxclearance@dor.mo.gov



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**CERTIFICATE OF TAX CLEARANCE**

TALK CORPORATION  
11432 LACKLAND ROAD  
ST LOUIS MO 63146

DATE: MAY 11, 2007

MISSOURI CORPORATION CHARTER NUMBER: 00148906

In response to the corporation's request, a review of the tax records has been completed. All taxes owed, including all liabilities owed as determined by the Division of Employment Security, pursuant to Chapter 288, RSMo, have been paid.

This statement is not to be construed as limiting the authority of the Director of Revenue to pursue collection of liabilities resulting from final litigation, default in payment of any installment agreement entered into with the Director of Revenue, any successor liability that may become due in the future, or audits or reviews of the taxpayer's records as provided by law.

This Certificate of Tax Clearance must be presented to the Missouri Secretary of State's Office with any required paperwork and payment. For information concerning the Secretary of State's requirements, you may call their office at (573) 751-4153 or toll free at (866) 223-6535.

THIS CERTIFICATE REMAINS VALID FOR SIXTY (60) DAYS FROM THE ISSUANCE DATE. If you do not complete your transaction in sixty (60) days you must obtain a new Certificate of Tax Clearance. Additionally, a new Form 943, Request for Tax Clearance, may be required.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jim Brentlinger".

Jim Brentlinger  
Administrator

PE:DU1632

ENC.

CBN001  
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