

519325

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MERGER OR SHARE EXCHANGE

BAKER, INC.

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DIVISION OF CORPORATIONS

ARTICLES OF MERGER
Merger Sheet

MERGING:

BT INVESTMENTS, L.L.C. A FLORIDA ENTITY

INTO

BAKER, INC., a Florida entity, 519325

File date: December 18, 2001

Corporate Specialist: Agnes Lunt

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ARTICLES OF MERGER
OF
BT INVESTMENTS, L.L.C., A FLORIDA LIMITED LIABILITY COMPANY
INTO
BAKER, INC., A FLORIDA CORPORATION

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TALLAHASSEE, FLORIDA
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Pursuant to Chapter 608.4382, and Chapter 607.1009 Florida Statutes, BT INVESTMENTS, L.L.C., a Florida limited liability company, and BAKER, INC., a Florida corporation, adopt these Articles of Merger for the purpose of merging BT INVESTMENTS, L.L.C., a Florida limited liability company, into BAKER, INC., a Florida corporation.
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L99-8519

1. The Plan of Merger setting forth the terms and conditions of the merger of BT INVESTMENTS, L.L.C., a Florida limited liability company, into BAKER, INC., a Florida corporation, is attached to these Articles as Exhibit "A" and incorporated herein by reference.
2. The Plan of Merger was approved by BT INVESTMENTS, L.L.C., a Florida limited liability company, in accordance with the applicable provisions of Chapter 608.4381 of Florida Statutes.
3. The Plan of Merger was approved by BAKER, INC., a Florida corporation, all in accordance with the applicable provisions of Chapter 607.1108 of Florida Statutes.
4. The effective date of the merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

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IN WITNESS WHEREOF, these Articles were executed by both parties, BT INVESTMENTS, L.L.C., a Florida limited liability company, and BAKER, INC., a Florida corporation, this 17 day of Dec., 2001.

BT INVESTMENTS, a Florida limited liability company

By:

William A. Baker
William A. Baker, Managing Partner

BAKER, INC., a Florida corporation

By:

William A. Baker
William A. Baker, President

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TALLAHASSEE, FLORIDA
01 DEC 19

STATE OF FLORIDA
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM A. BAKER, known to me to be the Manager of BT. INVESTMENTS, L.L.C., a Florida limited liability company, in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such limited liability company, and that an oath was not taken. (Check one:) ☐ Said person provided the following type of identification: ☒ Said person is personally known to me.

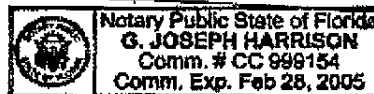
WITNESS my hand and official seal in the County and State last aforesaid this 17 day of Dec., A.D. 2001.

G. Joseph Harrison
NOTARY PUBLIC

Printed Notary Signature

Commission No.

MY COMMISSION EXPIRES:

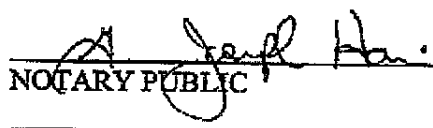


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STATE OF FLORIDA
COUNTY OF MANATEE

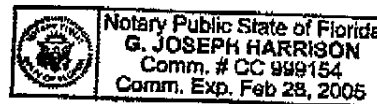
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared WILLIAM A. BAKER, known to me to be the President of BAKER, INC., a Florida corporation, the corporation in whose name the foregoing instrument was executed, and that he acknowledged executing the same for such corporation, freely and voluntarily, under authority duly vested in him by said corporation, and that the seal affixed thereto is the true corporate seal of said corporation, and that an oath was not taken. (Check one:) ☒ Said person is personally known to me. ☐ Said person provided the following type of identification: _____.

WITNESS my hand and official seal in the County and State last aforesaid this 17
day of Dec, A.D. 2001.


NOTARY PUBLICPrinted Notary Signature
Commission No. _____

MY COMMISSION EXPIRES:

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PLAN OF MERGER

THIS PLAN OF MERGER of BT INVESTMENTS, L.L.C., a Florida limited liability company, and BAKER, INC., a Florida corporation, pursuant to Section 608.438 and 607.1108 of the Florida Statutes, is adopted as follows:

A. BT INVESTMENTS, L.L.C., a Florida limited liability company, shall be merged with and into BAKER, INC., a Florida corporation, to exist and be governed by the laws of the State of Florida.

B. The name of the surviving business entity shall be BAKER, INC., a Florida corporation.

C. When this Agreement becomes effective the existence of BT INVESTMENTS, L.L.C., a Florida limited liability company, shall cease and the surviving entity, BAKER, INC., a Florida corporation, shall succeed, without other transfer, to all of the rights and property of BT INVESTMENTS, L.L.C., a Florida limited liability company, and shall be subject to all of the debts and liabilities of said limited liability company in the same manner as if the surviving corporation had itself incurred the same. All rights of creditors and all liens on the property of each entity shall be preserved unimpaired, limited to the lien to the property effected by the liens immediately prior to the merger.

D. The surviving entity, BAKER, INC., a Florida corporation, will carry on business with the assets of said limited liability company as well as the assets of its own.

E. The Members of BT INVESTMENTS, L.L.C., a Florida limited liability company, shall surrender all of their ownership interests therein in the manner hereinafter set forth.

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F. In exchange for the contribution of their respective existing interest in the limited liability company, each of such Members shall receive shares of stock in the corporation in direct proportion to the ownership interest which each had held in the limited liability company and in such a manner so that each shall have and hold the same ownership percentage interest of the total ownership interest in the corporation as they had held in the limited liability company.

G. The Articles of Incorporation and the By-Laws of the corporation, which is the survivor of this merger, shall continue in full force until altered, amended or repealed hereafter.

H. The effective date of this merger shall be the date upon which the Articles of Merger are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, this Plan was executed this 17 day of Dec., 2001.

BT INVESTMENTS, L.L.C., a Florida limited
Liability company

By:

William A. Baker
William A. Baker, Manager

BAKER, INC., a Florida corporation

By:

William A. Baker
William A. Baker, President

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TALLAHASSEE, FLORIDA

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