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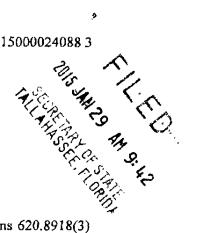
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CERTIFICATE OF MERGER MORRIS INVESTMENTS (a Florida General Partnership) with and into MORRIS INVESTMENTS PARTNERS, LLC. (a Florida Limited Liability Company)



The following Certificate of Merger is submitted in accordance with Sections 620.8918(3) and 605.1025(6), Florida Statutes, to merge MORRIS INVESTMENTS, a Florida general partnership with and into MORRIS INVESTMENTS PARTNERS, LLC., a Florida limited liability company.

FIRST: The exact name, fo	rm/entity type,	and jur	isdiction for the merg	ing entity is as follows:
Name	Jurisdiction		Form/Entity Type	Florida Document No.
MORRIS INVESTMENTS	Florida		General Partnership	GP
SECOND: The exact name,	form/entity typ	pe, and	jurisdiction of the <u>sur</u>	viving party is as follows:
Name	Jurisdiction		Form/Entity Type	Florida Document No.:
MORRIS INVESTMENTS PARTNERS, LLC.	Florida		LLC	L15000013523
THIRD: The merger shall b	e effective upor	n filing	with the Secretary of	State of Florida.
FOURTH : The attached Plathe applicable provisions of S				
FIFTH: Signature(s) for each	h party:			•
		PART	NERS OF MORRIS	INVESTMENTS:
		Kathryn C. Morris Rupp Charitable Lead Annuity Trust dated December 20, 2012 /s/ Nathaniel Zachary Rupp By:		
			Nathaniel Zachary R Trustee	upp
		Ву:	/s/ Benjamin David F	
		Name: Title:	Benjamin David Rup Trustee	pp .

[Signatures hereto continued on following page(s).]

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SIGNATURES OF PARTNERS OF MORRIS INVESTMENTS (merging entity) CONTINUED:

Rupp Family, LLC, a Florida limited liability company

/s/ Kathryn C. Morris Rupp Name: Kathryn C. Morris Rupp Title: Manager Kathryn C. Morris Rupp Consolidated Trust dated March 20, 1982 /s/ Kathryn C. Morris Rupp By:__ Name: Kathryn C. Morris Rupp Title: Trustee W. Allen Morris Revocable Trust dated March 29, 1983, as amended /s/ W. Allen Morris By:_ Name: W. Allen Morris Title: Trustee ADAM Investments, Ltd., a Florida limited partnership /s/ W. Allen Morris By:_ Name: W. Allen Morris Title: General Partner

Bell Family Investment Group, L.P., a Georgia limited partnership

[Signatures hereto continued on following page(s).]

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SIGNATURE OF SURVIVING ENTITY:

MORRIS INVESTMENTS PARTNERS, LLC, a Florida limited liability company

/s/ William A. Morris
By:
William A. Morris, Manager

FIRST:

MERGING entity is:

PARTNERS, LLC.

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Exhibit A

Plan of Merger

PLAN OF MERGER OF MORRIS INVESTMENTS (a Florida general partnership)

WITH AND INTO

MORRIS INVESTMENTS PARTNERS, LLC.

(a Florida limited liability company)

THIS PLAN OF MERGER (this "Agreement") is dated as of January 23, 2015, by and between MORRIS INVESTMENTS, a Florida general partnership ("Partnership"), as the merging party, and MORRIS INVESTMENTS PARTNERS, LLC., a Florida limited liability company ("Morris LLC"), as the surviving party.

The name, form/entity type, jurisdiction and Florida document number of the

NAME ENTITY TYPE **JURISDICTION** DOCUMENT NO. MORRIS INVESTMENTS general partnership Florida GP SECOND: The name, form/entity type, jurisdiction and Florida document number of the SURVIVING entity is: NAME ENTITY TYPE JURISDICTION DOCUMENT NO. MORRIS INVESTMENTS

THIRD: The terms and conditions of the merger, including the manner and basis for converting interests in the Partnership into any combination of interests, shares, obligations, securities, cash, rights, and other consideration are as follows:

Florida

LLC

- A. Each partner in the Partnership holding a partnership interest immediately prior to the Effective Date (as such term is hereinafter defined) shall, by virtue of the merger and without any action on the part of the holder thereof, have such partnership interests be converted into one (1) membership interest in Morris LLC.
- B. Each membership interest in Morris LLC that is outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a membership interest in Morris LLC.

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- C. All debts, obligations and liabilities of Partnership shall become the obligations of Morris LLC.
- D. All property, real and personal, tangible and intangible, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of Partnership, shall, upon the effect of the merger, be transferred to and vested in Morris LLC, without further act or deed.
- E. Upon the conversion becoming effective, the LLC shall be governed by the terms and conditions of the Florida Revised Limited Liability Company Act.

<u>FOURTH:</u> The Articles of Organization and Operating Agreement of Morris LLC immediately prior to the merger shall survive as the Articles of Organization and Operating Agreement of the surviving entity; <u>provided</u>, <u>however</u>, that the spelling and punctuation of the name of the SURVIVING ENTITY shall be:

MORRIS INVESTMENTS PARTNERS, LLC

<u>FIFTH</u>: The date of filing of the Certificate of Merger with the Florida Department of State shall be the effective date of this merger (the "Effective Date").

SIXTH: This Plan of Merger and the Certificate of Merger were approved and adopted by written consent of the partners of the Partnership and the holders of all of the issued and outstanding membership interests in Morris LLC, as of the 29th day of January, 2015.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

MERGING ENTITY:

MORRIS INVESTMENTS, a Florida general partnership

By: ADAM Investments, Ltd., a Florida limited partnership, General Partner

/s/ W. Allen Morris
By:
W. Allen Morris, General Partner

SURVIVING ENTITY:

MORRIS INVESTMENTS PARTNERS, LLC, a Florida limited liability company

	/s/ W. Allen Morris						
By:							
	W. Allen Morris, Manager						