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To:
Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : GUNSTER, YOAKLEY & STEWART, P.A.
Account Number : 076117000420
Phone : (561)650-0728
Fax Number : (561)671-2527

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: mstocks@gunster.com

MERGER OR SHARE EXCHANGE

BARNETT, KIRKWOOD, KOCHER, LONG & FOSTER, P.A.

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ARTICLES OF MERGER
of
GY-BKK ACQUISITION, P.A.
with and into
BARNETT, KIRKWOOD, KOCHÉ, LONG & FOSTER, P.A.

Pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Act"), BARNETT, KIRKWOOD, KOCHÉ, LONG & FOSTER, P.A., a Florida professional corporation (the "Surviving Corporation"), and GY-BKK ACQUISITION, P.A., a Florida professional corporation (the "GY-BKK"), hereby adopt and execute the following Articles of Merger, for the purpose of merging GY-BKK with and into the Surviving Company (the "Merger").

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BARNETT, KIRKWOOD, KOCHÉ, LONG & FOSTER, P.A., P.A.	Florida	483447

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SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
BARNETT, KIRKWOOD, KOCHÉ, LONG & FOSTER, P.A.	Florida	483447
GY-BKK Acquisition, P.A.	Florida	P22000068149

THIRD: The Plan of Merger dated as of September 30, 2022 (the "Plan of Merger") by and among Gunster, Yoakley & Stewart, P.A., a Florida professional service corporation ("Gunster"), GY-BKK, and the Surviving Corporation, is attached hereto as Exhibit A and incorporated herein by this reference.

FOURTH: The merger shall become effective on **October 1, 2022 at 12:01 AM E.T.**


FIFTH: The Plan of Merger was adopted by all of the shareholders of the Surviving Corporation at a special meeting of shareholders of the Surviving Corporation held on September 30, 2022.

SIXTH: Gunster, as sole shareholder of GY-BKK, approved and adopted the Plan of Merger by written consent dated as of September 30, 2022.


SEVENTH: As provided in the Plan of Merger, at and as of the Effective Time, the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety. The Amended and Restated Articles of Incorporation of the Surviving Corporation are attached as Exhibit A to the Plan of Merger. As provided in the Amended and Restated Articles of Incorporation of the Surviving Corporation, at and as of the Effective Time, the name of the Surviving Corporation shall be changed to BARNETT, KIRKWOOD & KOCHÉ, P.A.

IN WITNESS WHEREOF, each of the constituent corporations has caused these Articles of Merger to be signed in its corporate name and on its behalf by its duly authorized officer as of September 30, 2022.

BARNETT, KIRKWOOD, KOCHÉ, LONG & FOSTER, P.A.

By: 
Name: Leslie J. Barnett
Title: President

GY-BKK Acquisition, P.A.

By: 
Name: Hugh W. Perry
Title: President

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Exhibit A

Plan of Merger

[SEE ATTACHED]

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CLERK

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of September 30, 2022, by and among GUNSTER, YOAKLEY & STEWART, P.A., a Florida professional service corporation ("Gunster"), GY-BKK ACQUISITION, P.A., a Florida professional service corporation and a wholly-owned subsidiary of Gunster ("GY-Sub"), and BARNETT, KIRKWOOD, KOCH, LONG & FOSTER, P.A., a Florida professional service corporation (the "BKK"). Gunster, GY-Sub and BKK are sometimes referred to in this Plan of Merger individually as a "Party" and collectively, as the "Parties".

WITNESS:

WHEREAS, Gunster is the owner and holder of 100% of the issued and outstanding shares of stock in GY-Sub;

WHEREAS, Gunster, GY-Sub and BKK desire to enter into this Plan of Merger pursuant to which GY-Sub will merge with and into BKK and BKK will be the surviving corporation.

NOW THEREFORE, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the Parties hereto, intending to be legally bound, do hereby agree as follows:

1. Merger. Upon and subject to the terms and conditions of this Plan of Merger and that certain Agreement of Merger dated as of the date hereof (the "Agreement") by and among the Parties and certain other persons named therein, at and as of the Effective Time, as hereinafter set forth, GY-Sub shall be merged with and into BKK in accordance with the laws of the State of Florida and this Plan of Merger (the "Merger").
2. Surviving Entity. At the Effective Time, the effect of the Merger shall be as provided in Section 607.1106 of the Florida Business Corporation Act (the "Act") and the other applicable provisions of the Act. Without limiting the generality of the foregoing, and subject thereto, at and as of the Effective Time, the separate existence of GY-Sub shall cease, and BKK shall be the surviving entity (hereinafter, the "Surviving Entity"), which shall continue as a professional corporation under the laws of the State of Florida. At and as of the Effective Time, the Surviving Entity shall succeed to all of the rights, privileges, and immunities and all of the property, of whatever kind and description, of GY-Sub, and the Surviving Entity shall be responsible and liable for all the liabilities and obligations of GY-Sub, none of which shall be impaired by the merger.
3. Articles of Incorporation. At and as of the Effective Time, the Articles of Incorporation of BKK shall become the Articles of Incorporation of the Surviving Entity, which shall be amended and restated in their entirety at and as of the Effective Time in the form attached hereto as Exhibit A (the "Amended and Restated Articles of Incorporation"). As provided in

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the Amended and Restated Articles of Incorporation, at and as of the Effective Time, the name of the Surviving Entity shall be changed to BARNETT, KIRKWOOD & KOCHÉ, P.A.

- 4. **Conversion of Shares.** At and as of the Effective Date, as a result of the Merger (a) each share of stock of GY-Sub issued and outstanding immediately prior to the Effective Time shall be automatically converted into one share of common stock of BKK and shall thereafter remain owned by Gunster with BKK thereafter becoming a subsidiary of Gunster and (b) each share of stock of BKK issued and outstanding immediately prior to the Effective Time shall be canceled. The Shareholders of BKK will receive certain shares of Gunster as the merger consideration as more fully described in the Agreement in full and complete payment of the shares of BKK.
- 5. **Effective Time.** The Merger contemplated herein is intended to be effective on **October 1, 2022 at 12:01 AM E.T.** (the "**Effective Time**"). The Parties shall cause the Merger to be consummated by filing articles of merger (the "**Articles of Merger**") with the Secretary of State of the State of Florida in such form as is required by, and executed and acknowledged in accordance with, the relevant provisions of the Act and shall make all other filings or recordings required under the Act in connection with the Merger. The Articles of Merger shall provide that the Merger shall become effective at and as of the Effective Time.
- 6. **Termination.** Notwithstanding any other provision of this Plan of Merger, and notwithstanding the approval of this Plan of Merger by the shareholders of Gunster, GY-Sub and BKK, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Time:
 - a. By mutual consent of Gunster and BKK in a written statement, if determined by the Board of each; or
 - b. By Gunster or BKK (provided that the terminating Party is not then in material breach of any representation, warranty, covenant, or other agreement contained in this Plan of Merger) in the event of a breach by the other Party of any representation or warranty contained in this Plan of Merger or the Agreement which cannot be or has not been cured within 30 days after the giving of written notice to the breaching Party of such breach and which breach is reasonably likely, in the opinion of the non-breaching Party, to have, individually or in the aggregate, a material adverse effect on the breaching Party.

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In the event of the termination and abandonment of this Plan of Merger pursuant to this Section 6, this Plan of Merger shall become void and have no effect.

- 7. **Severability.** In case any one or more of the provisions contained in this Plan of Merger shall for any reason be held to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provision and this Plan of Merger shall be construed as if such invalid, illegal or unenforceable provision had never been included.
- 8. **Counterparts: Captions.** This Plan of Merger may be executed in one (1) or more counterparts, each of which shall be deemed an original. Any such counterpart, to the extent

delivered by .pdf, .tif, .gif, .jpeg, or similar attachment to an electronic mail message (any such delivery, an "Electronic Delivery"), will be treated in all manner and respects as an original executed counterpart and will be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person. No Party will raise the use of Electronic Delivery to deliver a signature or the fact that any signature or agreement or instrument was transmitted or communicated through the use of Electronic Delivery as a defense to the formation of a contract, and each such Party forever waives any such defense, except to the extent such defense relates to lack of authenticity. The captions are for convenience of reference only and shall not control or affect the construction to be given any of the provisions in this Plan of Merger and in no way define, describe, extend or limit the scope, meaning or intent of this Plan of Merger.

[Signature page to follow]

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IN WITNESS WHEREOF, this Plan of Merger has been adopted as of the date first stated above.

GUNSTER, YOAKLEY & STEWART,
P.A. a Florida professional service
corporation

By: Hugh W. Perry
Hugh W. Perry, President

GY-BKK ACQUISITION, P.A., a Florida
professional service corporation

By: Hugh W. Perry
Hugh W. Perry, President

Barnett, Kirkwood, Koche, Long & Foster,
P.A., a Florida professional service
corporation

By: Leslie J. Barnett
Leslie J. Barnett, President

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Exhibit A

Amended and Restated Articles of Incorporation
of Barnett, Kirkwood, Koche, Long & Foster, P.A.

[See attached]

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JESSIE F. PI

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BARNETT, KIRKWOOD, KOCHÉ, LONG & FOSTER, P. A.
(Originally incorporated September 1, 1975)**

ARTICLE I. NAME

The name of this corporation is BARNETT, KIRKWOOD & KOCHÉ, P.A. (the "Corporation").

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by the Corporation is:

To engage in every phase and aspect of the business of rendering the legal services to the public that an attorney at law, duly licensed under the laws of the State of Florida is authorized to render, provided such legal services shall be rendered only through officers, employees and agents who are duly licensed or otherwise legally authorized, to engage in the practice of law within the State of Florida.

To purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, otherwise dispose of, and to invest in, deal in and with, real and personal property necessary for the rendering of legal services.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To consolidate or merge with or purchase the assets of another domestic professional corporation rendering the same professional services.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit and restrict in any manner the purposes of the Corporation otherwise permitted by law.

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ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock, having no par value per share.

ARTICLE V. TERM OF EXISTENCE

The Corporation shall exist perpetually. The existence of the Corporation shall commence on the date of execution of these Articles, if filed with the Florida Secretary of State within five business days thereafter.

ARTICLE VI. ADDRESS

The street address of the principal office of the Corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VII. REGISTERED AGENT AND REGISTERED OFFICE

The street address of the registered office of the Company is 777 S Flagler Drive, Suite 500E, West Palm Beach, Florida 33401, and the name of the initial registered agent of the Company at that address is GY Corporate Services, Inc.

ARTICLE VIII. DIRECTORS

The Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by by-laws adopted by the shareholders, but shall never be less than one.

ARTICLE IX. LIMITATION ON ISSUANCE OF STOCK

No share or shares of the capital stock of the Corporation shall be issued or held by anyone other than either an individual who is duly licensed or otherwise legally authorized to render legal services within the State of Florida or an entity organized under the PSC Act.

ARTICLE X. INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Section 607.0850 to Section 607.0859 of the Florida Statutes), as the same may be amended from time to time, the Corporation shall indemnify its officers and directors, to the fullest extent permitted by the provisions of such law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or

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proceeding (other than in an action, suit or proceeding brought by this Corporation upon authorization of the Managing Shareholder)) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, as to actions in their official capacity as officers, directors, employees or other agents of the Corporation or its subsidiaries or affiliates. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XI. ADOPTION

These Amended and Restated Articles of Incorporation amend and restate the provisions of the Articles of Incorporation of the Corporation in their entirety and shall be deemed effective as of October 1, 2022.

IN WITNESS WHEREOF the undersigned has executed these Amended and Restated Articles of Incorporation effective as of October 1, 2022.

Hugh W. Perry

Hugh W. Perry, President

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the above-stated limited liability company at the place designated in these Articles, GY Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 605, F.S.

GY CORPORATE SERVICES, INC.

/s/ Melanie B. Stocks

By: _____
Melanie B. Stocks, Asst. Secretary

Dated: effective as of October 1, 2022

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