

825567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

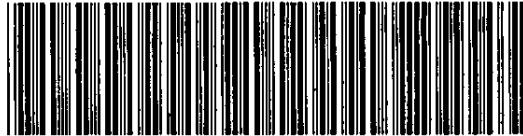
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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3-3-16

16 MAR -2 PM 1:11  
RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
MAR 08 2016  
A RAMSEY

*merged*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 7, 2016

THE LAW OFFICE OF WARD COUNCIL, LLC  
% WARD COUNCIL  
3330 CUMBERLAND BLVD - STE. 500  
ATLANTA, FL 30339

SUBJECT: EPPERSON & COMPANY  
Ref. Number: 195899

We have received your document for EPPERSON & COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 416A00004651

3-3-16

FILED

**ARTICLES OF MERGER**  
**of**  
**EPPERSON & COMPANY**  
**a Florida Corporation**  
**and**  
**MOTION INDUSTRIES, INC.**  
**a Delaware Corporation**

16 MAR -2 PM 1:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with Section 607.1105, Florida Statutes.

1. The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Epperson & Company	Florida	Profit Corporation

2. The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Motion Industries, Inc.	Delaware	Profit Corporation

3. The plan of merger is attached as Exhibit A. The attached plan of merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.
4. The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.
5. The effective date of the merger is as stated in the attached plan of merger.
6. Shareholder approval of the merger was not required.
7. The date of adoption of the plan of merger by the Board of Directors of Epperson & Company was March 1, 2016.
8. The address of the surviving corporation's principal office in the State of Delaware is:
- The Corporation Trust Company  
Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801
9. The surviving entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is a party to the merger.

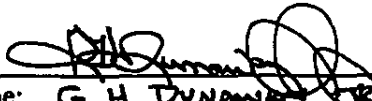


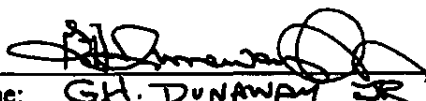
10. The surviving entity agrees to promptly pay to the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 F.S..

Dated: March 1, 2016

**MOTION INDUSTRIES, INC.**

**EPPERSON & COMPANY**

By:   
Name: G. H. DUNAWAY JR  
Title: Executive Vice Pres. and

By:   
Name: G. H. DUNAWAY JR  
Title: Treasurer

# **EXHIBIT**

## **A**

### **AGREEMENT AND PLAN OF MERGER**

**of**

**EPPERSON & COMPANY**  
**a Florida corporation**

**with and into**

**MOTION INDUSTRIES, INC.**  
**a Delaware corporation**

THIS AGREEMENT AND PLAN OF MERGER is made and entered into as of March 1, 2016, by and between Epperson & Company, a Florida corporation, and Motion Industries, Inc., a Delaware corporation.

1. The name of the parent corporation, which shall be the surviving corporation of the merger, is Motion Industries, Inc. The name of the subsidiary corporation is Epperson & Company.
2. In the merger, all outstanding shares of Epperson & Company shall be canceled and all outstanding shares of Motion Industries, Inc. shall remain outstanding.
3. Shareholders of Epperson & Company who, except for the applicability of Section 607.1104 of the Florida Business Corporation Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Florida Business Corporation Act, may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding appraisal rights, to be paid the fair value of their shares.
4. The certificate of incorporation, Board of Directors and officers of the surviving corporation shall be those of Motion Industries, Inc. immediately prior to the merger.
5. The merger shall be effective as of March 3, 2016.
6. The boards of directors of the constituent corporations may amend this plan prior to the time the Merger has become effective, but if shareholders of a corporation that is party to the merger are required or permitted to vote on the plan, subsequent to approval of the plan by such shareholders the plan may not be amended to change in any respect not expressly authorized by such shareholders in connection with the approval of the plan.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed in their names by their duly authorized officers as of the day and year first above written.

**MOTION INDUSTRIES, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EPPERSON & COMPANY**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_