

F05000006091

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL

JUL 21 2021

D CUSHING

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Sterling Seacrest Pritchard, Inc.

Name of Corporation

DOCUMENT NUMBER: F05000006091

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gina Roman

Name of Contact Person

Sterling Seacrest Pritchard, Inc.

Firm/Company

2500 Cumberland Parkway, Suite 400

Address

Atlanta, GA 30339

City/State and Zip Code

carrierinfo@sspins.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gina Roman

Name of Contact Person

at (678) 426-1570 Cell 843-607-7111
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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TALLAHASSEE, FL
SECRETARY OF STATE

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)

F05000006091

(Document number of corporation (if known))

1. _____
Sterling Seacrest Partners, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. _____ 3. _____
Georgia 10-17-05
(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? _____
4/1/2021
5. _____
Sterling Seacrest Pritchard, Inc.
(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.

4/1/2021

(New duration)

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

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FL

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

| <u>Title/ Capacity</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|------------------------|-------------|----------------|---------------------------------|
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |
| _____ | _____ | _____ | <input type="checkbox"/> Add |
| | | _____ | <input type="checkbox"/> Remove |

10. 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) | |
| Gina Roman | Director of Human Resources |
| (Typed or printed name of person signing) | (Title of person signing) |

FILING FEE \$35.00

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER NAME CHANGE

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of **04/01/2021**. Attached is a true and correct copy of the said filing.

Surviving Entity:

Sterling Seacrest Partners, Inc., a Domestic Profit Corporation

Changing its Name to:

Sterling Seacrest Pritchard, Inc., a Domestic Profit Corporation

Nonsurviving Entity/Entities:

PRITCHARD & JERDEN, INCORPORATED, a Domestic Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **03/31/2021**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

**CERTIFICATE OF MERGER
OF
PRITCHARD & JERDEN, INCORPORATED
WITH AND INTO
STERLING SEACREST PARTNERS, INC.**

THIS CERTIFICATE OF MERGER is made to evidence the merger by and between **STERLING SEACREST PARTNERS, INC.**, a Georgia corporation, and **PRITCHARD & JERDEN, INCORPORATED**, a Georgia corporation.

1. Parties. The parties to the merger are as follows:
 - (a) Sterling Seacrest Partners, Inc. is a corporation incorporated under the laws of the State of Georgia on November 26, 2002.
 - (b) Pritchard & Jerden, Incorporated is a corporation incorporated under the laws of the State of Georgia on January 2, 1969.
2. Surviving Entity. The surviving corporation is Sterling Seacrest Partners, Inc.
3. Effective Date. The merger shall be effective on April 1, 2021 at 12:00:01 a.m. Eastern Time.
4. Approval of Plan of Merger. The plan of merger (the "***Plan of Merger***") was duly approved by the shareholders of Sterling Seacrest Partners, Inc. and by the shareholders of Pritchard & Jerden, Incorporated.
5. Amendment to Articles of Incorporation. The articles of incorporation of Sterling Seacrest Partners, Inc., the surviving corporation, are amended in connection with the merger, and the articles of amendment are attached to this certificate of merger.
6. Plan of Merger. The executed Plan of Merger is on file at the principal place of business of Sterling Seacrest Partners, Inc., the surviving corporation, located at 2500 Cumberland Parkway, Suite 400, Atlanta, Georgia 30339.
7. Availability of Plan of Merger. A copy of the plan of merger will be furnished by Sterling Seacrest Partners, Inc., the surviving corporation, on request and without cost, to any shareholder of any corporation that is a party to the merger contemplated by the Plan of Merger.
8. Publication. A request for publication of notice of the filing of this Certificate of Merger and payment therefor shall be delivered to the legal organ of Cobb County, Georgia in accordance with O.C.G.A. §14-2-1105.1.

[Signature page follows]

IN WITNESS WHEREOF, each of the constituent has caused this Certificate of Merger to be duly executed in its name effective April 1, 2021.

STERLING SEACREST PARTNERS, INC.

By: [Signature]

Name: John H. Miller II

Title: CEO

PRITCHARD & JERDEN, INCORPORATED

By: [Signature]

Name: JAMES L. BAILEY

Title: PRESIDENT

**ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF
STERLING SEACREST PARTNERS, INC.**

ARTICLE 1.

The name of the corporation is Sterling Seacrest Partners, Inc. (the "*Corporation*").

ARTICLE 2.

The Articles of Incorporation of the Corporation were filed on November 26, 2002.

ARTICLE 3.

The Articles of Incorporation of the Corporation shall be amended by deleting Article 1 in its entirety and replacing it with the following:

"Article 1. Name. The name of the Corporation is **STERLING SEACREST PRITCHARD, INC.**"

ARTICLE 4.

The changes made by these Articles of Amendment to the Articles of Incorporation ("*Articles of Amendment*") shall be effective and adopted as of April 1, 2021.

ARTICLE 6.

These Articles of Amendment were adopted effective as of April 1, 2021 by the board of directors, in accordance with the bylaws of the Corporation and approved effective as of April 1, 2021 by the shareholders in accordance with O.C.G.A. §14-2-1003.

The undersigned has executed these Articles of Amendment effective as of April 1, 2021.

STERLING SEACREST PARTNERS, INC.

By: 

Name: John W. Miller II

Title: CFO



Secretary of State

**OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION**

2 Martin Luther King Jr. Dr. SE
Suite 313 West Tower
Atlanta, Georgia 30334
(404) 656-2817
sos.ga.gov

Electronically Filed
Secretary of State
Filing Date: 3/31/2021 9:02:33 AM

**TRANSMITTAL INFORMATION FORM
MERGER**

1. **20718974**

Filing Number

2. **Taylor Bell**

Name of Person Filing Merger

1230 Peachtree Street NE , Suite 2400

Address

Atlanta

City

GA

State

30309

Zip Code

3. Submitted with this filing is a filing fee of \$20.00 payable to "Secretary of State". Filing fees are non-refundable.

I understand that this Transmittal Information Form is included as part of my filing, and the information on this form will be entered in the Secretary of State business entity database. I certify that the above information is true and correct to the best of my knowledge.

Taylor Bell

Signature of Authorized Person