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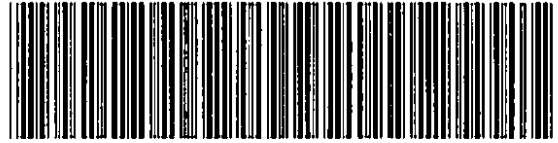
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/16/19--01022--023 **35.00

02/06/20--01010--015 **35.00

R. WHITE

FEB 06 2020

2020 FEB 06 17:35

Stephen N. Barnes, Jr., Esq.
Barnes Business Law, P.A.
Attn: Mr. Stephen Barnes
1000 Business Center



Stephen N. Barnes, Jr., Esq.
Barnes Business Law, P.A.
Attn: Mr. Stephen Barnes

December 12, 2019

VIA U.S. MAIL

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

RE: *Certificate of Merger of Cooper, Barnette & Page of Florida, Inc. with and into
Cooper, Barnette & Page, Inc. ("Companies")*

Dear Sir/Madam:

Please assist in processing the Certificate of Merger for the above referenced Companies. In connection therewith, I have enclosed the executed Certificate of Merger for the Companies, and our firm's check #4800 in the amount of \$35.00 payable to the Florida Department of State for the filing fees.

Please return a duly stamped copy of the Certificate of Merger to the address above or email to melinda@barnesbusinesslaw.com. Should you have any questions, do not hesitate to contact me at the Macon telephone number above. Thank you for your assistance.

Sincerely yours,

STEPHEN N. BARNES, JR.

SNB/mlm

Enclosure: *Certificate of Merger*
Check #4800

cc: *Cooper, Barnette & Page, Inc. (via electronic mail)*

CERTIFICATE OF MERGER

OF

COOPER, BARNETTE & PAGE OF FLORIDA, INC.
(a Florida corporation)

WITH AND INTO

COOPER, BARNETTE & PAGE, INC.
(a Georgia Corporation)

Pursuant to Section 14-2-1105 of the Georgia Business Corporation Code (the "GBCC") and Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby certifies as follows:

1. The name and jurisdiction of the surviving corporation is Cooper, Barnette & Page, Inc., a Georgia corporation (the "**Surviving Corporation**"). The name and jurisdiction of the merging corporation is Cooper, Barnette & Page of Florida, Inc., a Florida corporation (the "**Merging Corporation**").

2. There are no amendments to the articles of incorporation or governing documents of the Surviving Corporation.

3. The executed plan of merger (the "**Plan**") is on file at the following principal place of business of the Surviving Corporation:

1928 Executive Park Drive
Statham, Georgia 30666

4. A copy of the Plan will be furnished by the Surviving Corporation on request and without costs to any shareholder of the Merging Corporation or the Surviving Corporation.

5. The Plan was duly adopted by the shareholders of the Merging Corporation in accordance with Section 607.1103 of the FBCA.

6. Approval from the shareholders of the Surviving Corporation was not required pursuant to Section 14-2-1103(h) of the GBCC.

7. The Surviving Corporation undertakes to deliver the request for publication of a notice of filing these Articles of Merger and payment therefore as required by Section 14-2-1105.1(b) of the GBCC.

8. The Merger shall become effective at 11:59 p.m. eastern time on December 31, 2019.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate of Merger as of the 3rd day of December, 2019.

COOPER, BARNETTE & PAGE, INC.
a Georgia corporation

By: Matthew J. Carlson

Matt Carlson
Secretary



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 16, 2020

STEPHEN N. BARNES, JR.
3725 VINEVILLE AVE
MACON, GA 31204

SUBJECT: COOPER, BARNETTE & PAGE OF FLORIDA, INC.
Ref. Number: P95000015323

We have received your document for COOPER, BARNETTE & PAGE OF FLORIDA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached to the merger document. Please see enclosed information. (please note: you may use one of these documents provided or create your own, but it must meet the specified statutory requirements.) Also, the filing fee is \$35.00 per entity so there is an additional fee required of \$35.00 to file this form.

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.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 220A00001245

2020 FEB 10 1:55 PM

ARTICLES OF MERGER
(Profit Corporations)

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| Name | Jurisdiction | Document Number (if known/applicable) |
|-------------------------------|--------------|--|
| Cooper, Barnette & Page, Inc. | Georgia | F08000005255 |

Second: The name and jurisdiction of each merging corporation:

| Name | Jurisdiction | Document Number (if known/applicable) |
|---|--------------|--|
| Cooper, Barnette & Page of Florida, Inc. | Florida | P95000015323 |

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State **OR** at 11:59 p.m. (Eastern) on December 31, 2019, whichever is earlier.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 3, 2019 and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the shareholders of the merging corporation on December 3, 2019.

Seventh: A copy of the Certificate of Merger filed with the Secretary of State for the State of Georgia is attached.

Eighth: SIGNATURES FOR EACH CORPORATION

Name of Corporation

**Signature of an Officer or
Director**

**Typed or Printed Name of
Individual & Title**

Cooper, Barnette &
Page, Inc.

Mark R. Allen

Mark Allen, President

Cooper, Barnette &
Page of Florida, Inc.

Mark R. Allen

Mark Allen, President

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made and entered into as of December 3rd, 2019 between Cooper, Barnette & Page of Florida, Inc., a Florida Corporation ("CBPF"), and Cooper, Barnette & Page, Inc., a Georgia Corporation ("Cooper" and together with CBPF, the "Constituent Corporations").

WHEREAS, the Constituent Corporations desire that CBPF merge with and into Cooper (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the States of Florida and Georgia, respectively;

WHEREAS, the Constituent Corporations intend for the transaction described herein to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code"); and

WHEREAS, the board of directors of each of the Constituent Corporations have approved and adopted this Plan;

NOW, THEREFORE, the Constituent Corporations do hereby covenant and agree as follows:

1. **Merger.** Upon the Effective Date (defined below), CBPF shall be merged with and into Cooper, which shall be, and is herein sometimes referred to as the "**Surviving Corporation.**" The Surviving Corporation shall continue to be governed by the laws of the State of Georgia and the separate corporate existence of CBPF shall cease forthwith upon the Effective Date.

2. **Articles of Incorporation and By-Laws.** The Articles of Incorporation of Cooper and the By-Laws of Cooper on the Effective Date shall remain the Articles of Incorporation and the By-Laws of the Surviving Corporation.

3. **Share Conversion.** On the Effective Date, each issued and outstanding share of common stock of CBPF shall be cancelled and exchanged into eighty-eight hundredths (0.88) shares of common stock of Cooper.

4. **Directors.** The directors of Cooper on the Effective Date shall be the directors of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.

5. **Officers.** The officers of Cooper on the Effective Date shall be the officers of the Surviving Corporation and shall hold office until their respective successors shall have been elected and qualified in accordance with the By-Laws of the Surviving Corporation and as otherwise provided by law.

6. **Effects of Merger.** The effect of the Merger, at the Effective Date, shall be as provided by O.C.G.A. § 14-2-1106 and FLA. STAT. § 607.1106. Without limiting the generality of the foregoing, and subject thereto, upon the Effective Date, the separate existence of CBPF shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority, and franchises, of a public as well as of a private nature, and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations, and duties of each of the Constituent Corporations; and all property, real, personal, and mixed, and all debts, liabilities, and obligations due to each of the Constituent Corporations on whatever account or belonging to any of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, immunities, powers, authority, and franchises, and all and every other interest, shall be thereafter as effectually the property of the

PLAN OF MERGER

Surviving Corporation as they were of the Constituent Corporations; and all rights of creditors and all liens upon any property of each of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger, on only the property affected by such liens immediately prior to the Effective Date. Any action or proceeding pending by or against each of the Constituent Corporations at the Effective Date may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such corporation's place.

7. **Amendments.** Notwithstanding the approval of this Plan by the directors of the Constituent Corporations, the boards of directors of the Constituent Corporations may amend this Plan by written agreement at any time prior to the Effective Date; provided that any such amendment shall not (a) alter the amount or kind of consideration to be received in exchange for shares of capital stock of CBPF; (b) alter any term of the Articles of Incorporation or By-Laws of CBPF or Cooper; or (c) alter the terms and conditions of this Plan if such alteration would adversely affect the shareholders of either of the Constituent Corporations.

8. **Effective Date of Merger.** As soon as practicable after this Plan has been duly adopted by the directors of the Constituent Corporations, the directors of CBPF shall present this Plan for approval by the shareholders of CBPF. Provided that the shareholders of CBPF approve this Plan, a Certificate of Merger shall be filed with the Florida and Georgia Secretaries of State in accordance with the laws of the State of Florida and Georgia, respectively. The merger of CBPF into Cooper shall become effective as of the date and time indicated on such Certificate of Merger (the "Effective Date").

9. **Termination.** Notwithstanding approval of this Plan of Merger by the director and shareholders of the Constituent Corporations, the Plan may be terminated and the Merger abandoned at any time prior to the Effective Date by mutual consent of the boards of directors and shareholders of the Constituent Corporations.

10. **United States Income Tax Treatment.** For all United States income tax purposes, the Constituent Corporations intend for the Merger to qualify as a tax-free reorganization under Section 368(a)(1)(A) of the Code. The Constituent Corporations shall report the Merger for all United States income tax purposes consistent therewith, and shall not take any position inconsistent with this Section 10 in the course of any tax audit, tax review, or tax litigation matter relating hereto.

11. **Miscellaneous.** This Plan embodies the entire agreement and understanding of the parties hereto with respect to the subject matter hereof and supersedes all prior and contemporaneous agreements and understandings, oral or written, with respect to the subject matter hereof. Whenever the context requires, words used in the singular shall be construed to include the plural and vice versa, and pronouns of any gender shall be deemed to include and designate the masculine, feminine, and neuter genders.

[Remainder of Page Left Intentionally Blank; Signature Page Follows]

PLAN OF MERGER

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by their respective boards of directors, has caused this Plan to be executed by its duly authorized officers as of the day and year first above written.

FOR CBPF:

Cooper, Barnette & Page
of Florida, Inc.

By: Bruce Page
Bruce Page, Director

By: Ronald Cooper
Ronald G. Cooper, Director

FOR COOPER:

Cooper, Barnette & Page, Inc.

By: Bruce Page
Bruce Page, Director

By: Ronald Cooper
Ronald G. Cooper, Director

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

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 **12/31/2019**. Attached is a true and correct copy of the said filing.

Surviving Entity:

COOPER, BARNETTE & PAGE, INC., a Domestic Profit Corporation

Nonsurviving Entity/Entities:

COOPER, BARNETTE & PAGE OF FLORIDA, INC., a Foreign Profit Corporation

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **01/09/2020**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

CERTIFICATE OF MERGER

OF

COOPER, BARNETTE & PAGE OF FLORIDA, INC.
(a Florida corporation)

WITH AND INTO

COOPER, BARNETTE & PAGE, INC.
(a Georgia Corporation)

19 DEC 17 AM 8:26

RECEIVED
SECRETARY OF STATE
SOUTH GA OFFICE

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1. The name and jurisdiction of the surviving corporation is Cooper, Barnette & Page, Inc., a Georgia corporation (the "Surviving Corporation"). The name and jurisdiction of the merging corporation is Cooper, Barnette & Page of Florida, Inc., a Florida corporation (the "Merging Corporation").
2. There are no amendments to the articles of incorporation or governing documents of the Surviving Corporation.
3. The executed plan of merger (the "Plan") is on file at the following principal place of business of the Surviving Corporation:

1928 Executive Park Drive
Statham, Georgia 30666
4. A copy of the Plan will be furnished by the Surviving Corporation on request and without costs to any shareholder of the Merging Corporation or the Surviving Corporation.
5. The Plan was duly adopted by the shareholders of the Merging Corporation in accordance with Section 607.1103 of the FBCA.
6. Approval from the shareholders of the Surviving Corporation was not required pursuant to Section 14-2-1103(h) of the GBCC.
7. The Surviving Corporation undertakes to deliver the request for publication of a notice of filing these Articles of Merger and payment therefore as required by Section 14-2-1105.1(b) of the GBCC.
8. The Merger shall become effective at 11:59 p.m. eastern time on December 31, 2019.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certificate of Merger as of the 3rd day of December, 2019.

COOPER, BARNETTE & PAGE, INC.
a Georgia corporation

By: Matthew J. Carlson
Matt Carlson
Secretary

STEPHEN N. BARNES, JR.
Attorney at Law
1000 Peachtree Street, N.E.
Atlanta, Georgia 30309
404.525.8888
www.barnesbusinesslaw.com



STEPHEN N. BARNES, JR.
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PEACH

1000 Peachtree Street, N.E.
Atlanta, Georgia 30309
404.525.8888
www.barnesbusinesslaw.com

January 30, 2020

VIA U.S. MAIL

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

RE: *Certificate of Merger of Cooper, Barnette & Page of Florida, Inc. #P95000015323
with and into Cooper, Barnette & Page, Inc. ("Companies")*
LETTER #:220A00001245

Dear Ms. White:

Please find the following documents enclosed:

1. Florida Letter Number: 220A00001245;
2. Articles of Merger;
3. Plan of Merger;
4. File stamped Georgia Certificate of Merger; and
5. Our firm's check #4838 in the amount of \$35.00 payable to the Florida Department of State for the filing fees (our firm's check #4800 in the amount of \$35.00 is in your possession for the other entity).

Please return a duly stamped copy of the Merger documents in the stamped self-address envelope. Should you have any questions, do not hesitate to contact me at the Macon telephone number above or email to melinda@barnesbusinesslaw.com. Thank you for your assistance.

Sincerely yours,

STEPHEN N. BARNES, JR.

SNB/nlm

Enclosure: *Merger Documents*
Check #4838

cc: *Cooper, Barnette & Page, Inc. (via electronic mail)*

STEPHEN N. BARNES, JR.
ATTORNEY AT LAW
1000 N. GULF BLVD., SUITE 100
TALLAHASSEE, FL 32310
TEL: 904.433.8888
FAX: 904.433.8889
WWW.BARNESBUSINESSLAW.COM



STEPHEN N. BARNES, JR.
ATTORNEY AT LAW
1000 N. GULF BLVD., SUITE 100
TALLAHASSEE, FL 32310
TEL: 904.433.8888
FAX: 904.433.8889
WWW.BARNESBUSINESSLAW.COM

PER M.F.

STAMPED
MAILED

January 30, 2020

VIA U.S. MAIL

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

RE: *Certificate of Merger of Cooper, Barnette & Page of Florida, Inc. # P950000015323
with and into Cooper, Barnette & Page, Inc. ("Companies")*

LETTER #: 220A000001245

Dear Ms. White:

Please find the following documents enclosed:

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2. Articles of Merger;
3. Plan of Merger;
4. File stamped Georgia Certificate of Merger; and
5. Our firm's check #4838 in the amount of \$35.00 payable to the Florida Department of State for the filing fees (our firm's check #4800 in the amount of \$35.00 is in your possession for the other entity).

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Sincerely yours,

STEPHEN N. BARNES, JR.

SNB/mlm

Enclosure: *Merger Documents*
Check #4838

cc: *Cooper, Barnette & Page, Inc. (via electronic mail)*