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MERGER OR SHARE EXCHANGE

Baker, Donelson, Bearman, Caldwell & Berkowitz, a Profess

Certificate of Status	0
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TALLAHASSEE, FLORIDA



November 10, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, A PROFE
165 MADISON AVE, STE 2000
MEMPHIS, TN 38103

SUBJECT: BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, A PROFESSIONAL
CORPORATION
REF: F11000004489

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H11000268332
Letter Number: 011A00025605

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**ARTICLES OF MERGER OF
LITCHFORD & CHRISTOPHER PROFESSIONAL ASSOCIATION
A FLORIDA CORPORATION**

**WITH AND INTO
BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, a Professional
Corporation
A TENNESSEE CORPORATION**

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Pursuant to the provisions of Section 48-21-107 of the Tennessee Business Corporation Act, and Section 607.1109 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger for the purpose of merging into a single corporation:

1. The Agreement and Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by reference (the "Plan of Merger").
2. As to LITCHFORD & CHRISTOPHER PROFESSIONAL ASSOCIATION, a Florida Corporation and the merging corporation ("LC"), the Plan of Merger was duly authorized and adopted at a meeting of its Board of Directors on November 8, 2011 and Shareholders on November 9, 2011, in accordance with Chapter 607 of Florida Business Corporation Act and by its Articles of Incorporation.
3. As to Baker, Donelson, Bearman, Caldwell & Berkowitz, a Tennessee Professional Corporation, and the surviving corporation ("BDECB"), the Plan of Merger was duly adopted at a meeting of its Board of Directors on September 7, 2011 and Shareholders on September 21, 2011. Further, that the Plan of Merger was approved by the affirmative vote of the required percentage of all of the votes entitled to cast by each voting group.
4. The Articles of Incorporation of LC are filed in the office of the Florida Secretary of State, the file number assigned is H49218.
5. The Charter of BDECB is filed in the office of the Tennessee Secretary of State; the file number assigned is 0061031, with its principal place of business at the following address: 165 Madison Avenue, Suite 2000, Memphis, Tennessee 38103.
6. The Merger Agreement is on file at the principal place of business of BDECB.
7. A copy of the Merger Agreement will be furnished on request and without cost to any shareholder of either constituent corporation.
8. This merger is permitted under the laws of the State of Florida and the State of Tennessee, and both merging corporation and surviving corporation have complied with the laws effecting this merger.
9. The merger shall be effective upon the later of filing with the Office of the Florida Secretary of State and the Office of the Tennessee Secretary of State.

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10. BDBC, as a foreign corporation and surviving entity hereby 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 LC that is party to the merger. It further agrees to promptly pay the dissenting shareholders of LC that is a party to the merger the amount, if any, to which they are entitled under Section 607.1302 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned have caused this document to be executed as of the 10th day of November, 2011.

LITCHFORD & CHRISTOPHER
PROFESSIONAL ASSOCIATION
d/b/a SPAIN CHAMBERS
(Merging Corporation)

By: 
Donald E. Christopher, President

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ,
a Professional Corporation
(Surviving Corporation)

By: 
Ben C. Adams, Jr.,
Chairman and Chief
Executive Officer

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PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 10th day of November, 2011, by and between LITCHFORD & CHRISTOPHER PROFESSIONAL ASSOCIATION, a Florida professional corporation with its principal offices in Orlando, Florida, ("LC") and BAKER, DONELSON, BEARMAN, CALDWELL & BERKOWITZ, A Professional Corporation, a Tennessee corporation with its principal offices in Memphis, Tennessee ("the Corporation").

WITNESSETH:

WHEREAS, LC and the Corporation have determined that it is in their mutual best interests to combine their practices into one firm that will have greater strength and diversity than either firm would have separately;

WHEREAS, the parties desire to effect the merger of practices in accordance with the provisions of this Agreement and in accordance with Internal Revenue Code Section 368(a)(1)(A).

NOW, THEREFORE, in consideration of the premises and of the mutual covenants contained herein, the parties agree as follows:

1. **Merger.** Subject to the terms and conditions of this Agreement, LC will merge with and into the Corporation (the "Merger") at the Effective Date (as hereinafter defined), and the separate existence of LC shall cease. The Articles of Merger shall be filed with the Tennessee Secretary of State and the Florida Secretary of State, but shall in no way limit or modify the provisions of this Agreement. The Corporation shall be the corporation surviving the merger (the "Surviving Corporation" or the "Corporation").

2. **Closing.** The Merger shall become effective on the date (the "Effective Date") the Corporation files the Articles of Merger with the Secretary of State of the State of Tennessee and the Secretary of State of Florida. The Merger shall have the effects set forth in this Agreement and in the Tennessee Business Corporation Act. The Surviving Corporation may, at any time after the Effective Date, take any action or execute and deliver any document in the name of and on behalf of either the Corporation or LC in order to carry out and effectuate the transactions contemplated by this Agreement.

3. **Charter.** The Charter of the Corporation in effect at and as of the Effective Date will remain the Charter of the Surviving Corporation without any modification or amendment in the Merger.

4. **Bylaws.** The Bylaws of the Corporation in effect at and as of the Effective Date will remain the Bylaws of the Surviving Corporation without any modification or amendment in the Merger.

5. **Directors and Officers.** The directors and officers of the Corporation in office at and as of the Effective Date will remain the directors and officers of the Surviving Corporation.

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6. Issuance of Shares. At and as of the Effective Date shares of stock in LC shall be cancelled, Keith E. Rounsaville shall receive the sum of Ten and no/100 Dollars for his share of LC stock, and the other LC shareholders who are set forth on Exhibit "A" attached hereto (referred to hereinafter, whether before or after the Effective Date, as the "LC shareholders") shall receive the number of Corporation shares as set forth on Exhibit "A" attached hereto.

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

BAKER, DONELSON, BEARMAN,
CALDWELL & BERKOWITZ,
A Professional Corporation

By: 

Ben C. Adams, Jr.
Chairman and CEO

LITCHFORD & CHRISTOPHER
PROFESSIONAL ASSOCIATION,
a Florida professional association

By: 

Donald E. Christopher
President

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EXHIBIT "A"

**LITCHFORD & CHRISTOPHER
PROFESSIONAL ASSOCIATION
SHAREHOLDERS**

Shares in the Corporation

Hal K. Litchford	850 shares
Donald E. Christopher	850 shares

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