

F22000000831

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

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MAIL

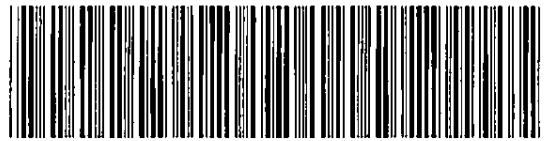
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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08/22/23--01028--008 **52.50

FILED
Aug 22, 2023 08:00 AM
Secretary of State

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Everclear Enterprises, Inc.
Name of Corporation

DOCUMENT NUMBER: F22000000831

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Penny Schmitt
Name of Contact Person

Everclear Enterprises, Inc.
Firm/Company

1672 Laurel Ave NW
Address

Atlanta, GA 30318
City/State and Zip Code

pennys@everclearenterprises.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Penny Schmitt at (404) 277-0188
Name of Contact Person 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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee

FILED
Aug 22, 2023 08:00 AM
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)

F22000000831

(Document number of corporation (if known))

1. Everclear Enterprises, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Georgia 3. 1/25/2022
(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? 4/12/2023
5. Structural Restoration Solutions, 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.

(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.

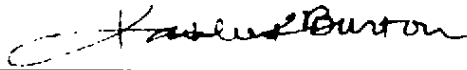
Signature of New Registered Agent, if changing

FILED
Aug 22, 2023 08:00 AM
Secretary of State

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)

Kathleen Burton

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE \$35.00

FILED
Aug 22, 2023 08:00 AM
Secretary of State

STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFIED COPY

I, **Brad Raffensperger**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed with the Corporations Division of the Office of the Secretary of State of Georgia under the name of

Structural Restoration Solutions, Inc.
a Domestic Profit Corporation

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.

Docket Number : 25676979
Date Inc/Auth/Filed: 03/06/1998
Jurisdiction : Georgia
Print Date : 07/31/2023
Form Number : 215



Brad Raffensperger

Brad Raffensperger
Secretary of State

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 **04/12/2023**. Attached is a true and correct copy of the said filing.

Surviving Entity:

EVERCLEAR ENTERPRISES, INC., a Domestic Profit Corporation

Changing its Name to:

Structural Restoration Solutions, Inc., a Domestic Profit Corporation

Nonsurviving Entity/Entities:

Structural Restoration Solutions, LLC, a Domestic Limited Liability Company

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **04/12/2023**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

State of Georgia
Department of the Secretary of State

**ARTICLES OF MERGER
OF
STRUCTURAL RESTORATION SOLUTIONS, LLC
WITH AND INTO
EVERCLEAR ENTERPRISES, INC.**

Pursuant to Section 14-11-904 of the Georgia Limited Liability Company Act and Sections 14-2-1101 et seq of the Georgia Business Corporation Code, the undersigned entity submits the following Articles of Merger as the surviving business entity in a merger between business entities.

1. The names of the entities that are party to the merger are:
 - (a) Structural Restoration Solutions, LLC, a limited liability company organized under the laws of the State of Georgia, as the "Merged Entity"; and
 - (b) Everclear Enterprises, Inc., a corporation organized under the laws of the State of Georgia, as the "Surviving Entity".

2. The address of the Surviving Entity immediately following the merger is:

1672 Laurel Ave NW, ATLANTA, GA, 30318

3. The mailing address of each of the Surviving Entity and the Merging Entity immediately before the merger:

1672 Laurel Ave NW, ATLANTA, GA, 30318

3. The Articles of Organization of the Surviving Entity will remain in full force and effect following the merger.

An Agreement and Plan of Merger has been duly approved in the manner required by law by each of the entities participating in the merger. The executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Entity at 1672 Laurel Ave NW, ATLANTA, GA, 30318. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member of any constituent entity.

4. The Merged Entity, having operated in the State of Georgia prior to the effective date of these Articles of Merger, may be served in the manner provided in its Articles of Organization.

5. The name of the Surviving Entity immediately following the merger is:

Structural Restoration Solutions, Inc.

6. These Articles will be effective upon filing.

This the 11th day of April, 2023.

Structural Restoration Solutions, LLC

DocuSigned by:
By: Alan Burton
617AASAE34CD4A7
Alan Burton, Manager

Everclear Enterprises, Inc.

DocuSigned by:
By: Alan Burton
617AASAE34CD4A7
Alan Burton, President

**AGREEMENT AND PLAN OF MERGER
OF
STRUCTURAL RESTORATION SOLUTIONS, LLC
WITH AND INTO
EVERCLEAR ENTERPRISES, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this “**Agreement**”) is dated as of April 11, 2023, between **EVERCLEAR ENTERPRISES, INC.**, a Georgia Corporation (the “**Surviving Company**”), and **STRUCTURAL RESTORATION SOLUTIONS, LLC**, a Georgia Limited Liability Company (the “**Merging Company**”).

WHEREAS, the Merging Company is wholly owned by Alan Burton and Kathy Kislak;

WHEREAS, the Surviving Company is wholly-owned by Alan Burton and Kathy Kislak;
and

WHEREAS, the Managers and members of the Merging Company and the shareholders and directors of the Surviving Company have approved the merger of the Merging Company with and into Surviving Company, with Surviving Company continuing as the surviving entity, upon the terms and subject to the conditions set forth herein (the “**Merger**”).

NOW, THEREFORE, for good and valuable consideration, the undersigned hereby agree as follows:

ARTICLE I

THE MERGER

1.1 **Surviving Company.** In accordance with the provisions of Article 9 of the Georgia Limited Liability Company Act (the “**Georgia Act**”), Article 11 of the Georgia Business Corporation Code (the “**Georgia Code**”), and this Agreement, at the Effective Time (as defined in Section 1.5 below), the Merging Company shall be merged with and into Surviving Company, and Surviving Company shall be the Surviving Company and shall continue its existence under the laws of the State of Georgia. At the Effective Time, the identity and separate existence of the Merging Company shall cease and the Surviving Company shall succeed, insofar as permitted by law, to all of the rights, assets, liabilities and obligations of the Merging Company.

1.2 **Name of Surviving Company.** At the Effective Time of the Merger, the name of the Surviving Company shall be Structural Restoration Solutions, Inc.

1.3 **Articles of Incorporation.** The Articles of Incorporation of the Surviving Company in effect immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Company until thereafter further amended as permitted by applicable law; provided, however, that the Articles of Incorporation of the Surviving Company are hereby amended to change the name of the Surviving Company to Structural Restoration Solutions, Inc.

1.4 Managers and Officers. The Directors and officers of Surviving Company immediately prior to the merger shall be the Directors and officers, respectively, of the Surviving Company following the merger, each of the Directors and officers to hold such position from the Effective Time until their respective successors are duly elected and qualified, or until their earlier resignation or removal, or as otherwise provided by law or in the written Operating Agreement of the Surviving Company.

1.5 Effective Time. Subject to the terms and conditions hereof, the parties hereto will cause the Merger to be consummated by filing Articles of Merger with the Georgia Secretary of State in such form as is required by, and executed in accordance with, the Georgia Act. The effective time and date of the Merger shall be 11:59:59 p.m. on April 11, 2023 (the “Effective Time”).

ARTICLE II

MEMBERSHIP INTEREST CONVERSION

2.1 Merging Company Membership Interests. Solely by virtue of the Merger, each unit of Membership Interest of the Merging Company issued and outstanding immediately prior to the Effective Time shall converted to shares of common stock of the Surviving Company, Kathy Kisla receiving 51% of such shares and Alan Burton receiving 49% of such shares.

2.2 Surviving Company Membership Interests. As of the Effective Time, no shares of the common stock of the Surviving Company shall be converted, exchanged, or altered in any manner as a result of the Merger and will remain outstanding shares of the common stock of the Surviving Company.

ARTICLE III

TAX TREATMENT

3.1 Intended Tax Treatment. The parties hereto hereby intend for the Merger to be treated for federal income tax purposes as a tax-free merger.

3.2 Plan of Liquidation. This Agreement shall serve as a “plan of liquidation” for the Merged Company for federal income tax purposes to the extent necessary.

ARTICLE IV

GENERAL

4.1 Headings. The headings set forth herein are included for convenience and reference purposes only and are not intended to be part of, or to affect the meaning or interpretation of, this Agreement.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the date hereof.

EVERCLEAR ENTERPRISES, INC.

DocuSigned by:
By: Alan Burton
617AAGAE34GDAA7
Name: Alan Burton, President

**STRUCTURAL RESTORATION SOLUTIONS,
LLC**

DocuSigned by:
By: Alan Burton
617AAGAE34GDAA7
Name: Alan Burton, Manager



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: 4/12/2023 11:37:58 AM

**TRANSMITTAL INFORMATION FORM
MERGER**

1. **25103778**

Filing Number

2. **Alan Burton**

Name of Person Filing Merger

1672 Laurel Ave NW

Address

Atlanta

City

GA

State

30318

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.

Alan Burton

Signature of Authorized Person