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2024 SEP 24 AM 11:13

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Sunshine State Corporate Compliance Company**

*3458 Lakeshore Drive, Tallahassee, Florida 32312*

*(850) 656-4724*

DATE 09/24/2024

**\*\*WALK IN\*\***

ENTITY NAME BURNHAM GIBSON WEALTH ADVISORS, LLC

DOCUMENT NUMBER \_\_\_\_\_

**\*\*PLEASE FILE THE ATTACHED AND RETURN\*\***

XXXXXXXXXX

*Plain Copy*

*Certified Copy*

*Certificate of Status*

**\*\*PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY\*\***

*Certified Copy of Arts & Amendments*

*Certificate of Good Standing*

**\*\*APOSTILLE' / NOTARIAL CERTIFICATION\*\***

COUNTRY OF DESTINATION \_\_\_\_\_

NUMBER OF CERTIFICATES REQUESTED \_\_\_\_\_

TOTAL OWED \$75

ACCOUNT #: I20160000072

*S. R. J. M.*

*Please call Tina at the above number for any issues or concerns. Thank you so much!*

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**AGREEMENT AND PLAN OF MERGER**

for the merger of

2024 SEP 24 AM 11:13

**THE CAPITAL GROUP INVESTMENT ADVISORY SERVICES, LLC**

(a Florida limited liability company),

L21000013947132 STATE  
TALLAHASSEE, FLORIDA

and

**BKS FINANCIAL INVESTMENTS, LLC**

(a Florida limited liability company),

L19000105176

with and into

**BURNHAM GIBSON WEALTH ADVISORS, LLC**

(a Florida limited liability company)

L21000007332

This AGREEMENT AND PLAN OF MERGER (this "**Agreement**"), executed as of September 23, 2024, is made by and among THE CAPITAL GROUP INVESTMENT ADVISORY SERVICES, LLC, a Florida limited liability company ("**Capital Group**"), BKS FINANCIAL INVESTMENTS, LLC, a Florida limited liability company ("**BKS**" and collectively with Capital Group, the "**Merging Entities**"), and BURNHAM GIBSON WEALTH ADVISORS, LLC, a Florida limited liability company (the "**Surviving Entity**").

WHEREAS, each of the Merging Entities and the Surviving Entity are wholly-owned subsidiaries of THE BALDWIN GROUP FINANCIAL SERVICES HOLDINGS, LLC, a Florida limited liability company ("**Holdings**"), which is also the sole manager of each of the Merging Entities and the Surviving Entity; and

WHEREAS, Holdings desires to engage in an internal restructuring of its corporate structure, pursuant to which the Merging Entities will merge with and into the Surviving Entity pursuant to and in accordance with Sections 605.1021 – 605.1026 of the Florida Revised Limited Liability Company Act (the "**Act**"), on the terms and conditions of this Agreement (the "**Merger**").

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

(a) The Merger shall be effective as of 12:01 a.m. on October 1, 2024 (the "**Effective Date**"), after the filing of Articles of Merger with the Secretary of State of the State of Florida in accordance with the Act, in the form attached hereto as **Exhibit A**.

(b) Upon the Effective Date of the Merger, the separate existence of the Merging Entities shall cease. The assets and liabilities of the Merging Entities shall thereafter be the assets and liabilities of the Surviving Entity and the Merger shall have the other effects specified in the Act.

(c) Upon the Effective Date of the Merger, Amended and Restated Articles of Organization of the Surviving Entity, in the form attached hereto as **Exhibit B**, shall be filed changing the name of the Surviving Entity to The Baldwin Group Wealth Advisors, LLC.

(d) Upon the Effective Date of the Merger, the Second Amended and Restated Operating Agreement of the Surviving Entity, in the form attached hereto as **Exhibit C**, shall become effective.

(e) Holdings owns all of the membership interests of and is the sole member of Capital Group, BKS, and the Surviving Entity. Upon the Effective Date of the Merger, by virtue of the Merger and without any action on the part of the Merging Entities or the Surviving Entity, all membership interests of the Merging Entities shall be canceled and retired.

(f) All membership interests of the Surviving Entity shall remain outstanding and unaffected by the Merger. Holdings shall continue to be the sole member of the Surviving Entity.

(g) This Agreement shall be governed by and construed in accordance with the internal laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than those of the State of Florida. This Agreement constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein, and supersedes all prior and contemporaneous understandings, representations and warranties and agreements, both written and oral, with respect to such subject matter.

[Signature page follows]

**IN WITNESS WHEREOF**, the parties have caused this Agreement and Plan of Merger to be executed by the undersigned duly authorized officers.

Merging Entities:

**THE CAPITAL GROUP INVESTMENT  
ADVISORY SERVICES, LLC,**  
a Florida limited liability company

*Seth Cohen*

By: \_\_\_\_\_  
Name: Seth Cohen  
Title: General Counsel and Secretary

**BKS FINANCIAL INVESTMENTS, LLC,**  
a Florida limited liability company

*Seth Cohen*

By: \_\_\_\_\_  
Name: Seth Cohen  
Title: General Counsel and Secretary

Surviving Entity:

**BURNHAM GIBSON WEALTH ADVISORS, LLC,**  
a Florida limited liability company

*Seth Cohen*

By: \_\_\_\_\_  
Name: Seth Cohen  
Title: General Counsel and Secretary

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**Exhibit A**

Articles of Merger

See attached.

**ARTICLES OF MERGER  
OF  
THE CAPITAL GROUP INVESTMENT ADVISORY SERVICES, LLC,  
AND  
BKS FINANCIAL INVESTMENTS, LLC  
INTO  
BURNHAM GIBSON WEALTH ADVISORS, LLC**

Pursuant to the provisions of Section 605.1025 of the Florida Revised Limited Liability Company Act, THE CAPITAL GROUP INVESTMENT ADVISORY SERVICES, LLC, a Florida limited liability company ("Capital Group"), BKS FINANCIAL INVESTMENTS, LLC, a Florida limited liability company ("BKS," and together with Capital Group, the "Merging Companies"), and BURNHAM GIBSON WEALTH ADVISORS, LLC, a Florida limited liability company (the "Surviving Company"), adopt the following Articles of Merger for the purpose of merging the Merging Companies into the Surviving Company (the "Merger").

**Article I  
Merging Entities**

The name, employer identification number, jurisdiction of formation and entity type of each merging entity that is not the surviving entity is as follows:

<b>Name</b>	<b>Employer Identification Number</b>	<b>Jurisdiction</b>	<b>Entity Type</b>
The Capital Group Investment Advisory Services, LLC	46-4255096	Florida	Limited Liability Company
BKS Financial Investments, LLC	84-1921272	Florida	Limited Liability Company

**Article II  
Surviving Entity**

The name, employer identification number, jurisdiction of formation and entity type of the surviving entity is as follows:

<b>Name</b>	<b>Employer Identification Number</b>	<b>Jurisdiction</b>	<b>Entity Type</b>
Burnham Gibson Wealth Advisors, LLC	47-5476782	Florida	Limited Liability Company

**Article III**  
**Statement of Approval**

The Merger was approved by (1) each domestic merging entity that is a limited liability company in accordance with Sections 605.1021-605.1026, Florida Statutes, (2) each other merging entity (if any) in accordance with the laws of its jurisdiction of formation, and (3) each member of such limited liability company who, as a result of the Merger, will have interest holder liability under Section 605.1023(1)(b), Florida Statutes, and whose approval is required (if any).

**Article IV**  
**Existence of Surviving Entity**

The Surviving Company exists before the Merger and is a domestic limited liability company. The amendments to its Articles of Organization approved as part of the plan of merger for the Merger are attached.

**Article V**  
**Appraisal Rights**

The surviving entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061 - 605.1072, Florida Statutes (if any).

**Article VI**  
**Effective Date**

The Merger shall become effective as of 12:01 a.m. on October 1, 2024.

[Signature Page Follows]



**IN WITNESS WHEREOF**, these Articles of Merger have been executed in accordance with the requirements of Section 605.1025 of the Florida Statutes by the parties as of September 23, 2024.

**THE CAPITAL GROUP INVESTMENT ADVISORY SERVICES, LLC**, a Florida limited liability company

By: Seth Cohen  
Name: Seth Cohen  
Title: General Counsel and Secretary

**BKS FINANCIAL INVESTMENTS, LLC**, a Florida limited liability company

By: Seth Cohen  
Name: Seth Cohen  
Title: General Counsel and Secretary

**BURNHAM GIBSON WEALTH ADVISORS, LLC**, a Florida limited liability company

By: Seth Cohen  
Name: Seth Cohen  
Title: General Counsel and Secretary

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**Exhibit B**

Amended and Restated Articles of Organization

See attached.