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MERGER OR SHARE EXCHANGE

HRQ, Inc.

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
HRQ, INC. AND
CERES TALENT, INC.

PURSUANT TO THE PROVISIONS of Section 607.1105, *Florida Statutes*, these Articles of Merger are entered into and adopted by and between **HRQ, INC.**, a Florida for-profit corporation (Florida document number P06000026609) (hereinafter "HRQ"), and **CERES TALENT, INC.**, a Florida for-profit corporation (Florida document number P22000067249) (hereinafter "CERES"), for the purpose of merging them into one of such entities.

1. HRQ and CERES have adopted the attached Plan of Merger.
 2. The surviving entity shall be HRQ, INC., which is a Florida for-profit corporation.
 3. The Plan of Merger was adopted by HRQ and CERES pursuant to Section 607.1103, *Florida Statutes*, and in accordance with the Bylaws of HRQ and CERES.
 4. The Plan of Merger was adopted on April 5, 2024 by action taken by unanimous written consent of the stockholder and directors of HRQ.
 5. The Plan of Merger was adopted on April 5, 2024 by action taken by unanimous written consent of the stockholder and directors of CERES.
 6. The merger shall be deemed effective on July 1, 2024.
- Dated on the dates set forth below.

[SIGNATURE PAGE FOLLOWS]

HRQ, INC.

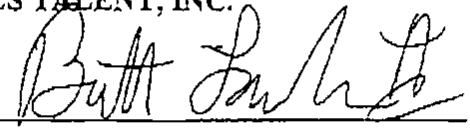
By: 

Print Name: Britt Landrum, III

Title: CEO

Date: April 5, 2024

CERES TALENT, INC.

By: 

Print Name: Britt Landrum, III

Title: CEO

Date: April 5, 2024

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Signature Page to Articles of Merger for HRQ, Inc. and Ceres Talent, Inc.

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between HRQ, INC., a Florida for-profit corporation (Florida document number P06000026609) (hereinafter "HRQ"), and CERES TALENT, INC., a Florida for-profit corporation (Florida document number P22000067249) (hereinafter "CERES").

STIPULATIONS:

A. HRQ is a corporation organized and existing under the laws of the State of Florida. Elizabeth N. Landrum, H. Britt Landrum, Jr., Britt Landrum III, and Brian T. Landrum constitute all of the directors of HRQ, and its sole shareholder is Landrum Human Resource Companies, Inc.

B. CERES is a corporation organized and existing under the laws of the State of Florida. Elizabeth N. Landrum, H. Britt Landrum, Jr., Britt Landrum III, and Brian T. Landrum, constitute all of the directors of CERES, and its sole shareholder is Landrum Human Resource Companies, Inc.

C. The sole stockholder and all directors of HRQ and CERES deem it desirable and in the best interest of HRQ and CERES that CERES be merged with and into HRQ pursuant to the provisions of Section 607.1101-1105, *Florida Statutes*, with HRQ being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HERBINAFTER SET FORTH, BOTH CORPORATIONS AGREE AS FOLLOWS:

Section 1. Merger. CERES shall merge with and into HRQ, and HRQ shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of CERES shall cease, and HRQ shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of CERES without the necessity for any separate transfer.

HRQ shall thereafter be responsible for all of the liabilities and obligations of CERES, and neither the rights of creditors nor any liens on the property of CERES shall be impaired by the merger.

Section 3. Conversion of Stock Ownership Interests in CERES to Stock Ownership Interests in HRQ. Because the stock ownership in HRQ and CERES are identical prior to the merger and the parties desire to maintain the existing stock ownership in the surviving corporation after the merger, no additional stock ownership interests will be issued as a result of the merger. After the merger, the stock ownership of the surviving corporation will continue to be as follows:

Landrum Human Resource Companies, Inc. = 1,000 shares of stock.

Section 4. Changes in Bylaws of Corporation. The current Bylaws of HRQ shall continue to be its Bylaws following the merger unless and until revised in accordance with the Articles of Incorporation and the Bylaws of HRQ.

Section 5. Officers and Directors of Corporation. The officers and directors of HRQ, the surviving corporation, as of the effective date of merger, shall be as follows:

Britt Landrum III	President/Director/Chief Executive Officer
Britt H. Landrum, Jr.	Director
Elizabeth N. Landrum	Director
Brian T. Landrum	Director
Johnathan Taylor	Vice President/Chief Financial Officer
Kara Bloomberg	Vice President/Chief Operations Officer

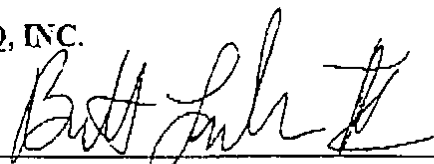
Section 6. Effective Date of Merger. The effective date of the merger shall be July 1, 2024.

Section 7. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Dated on the dates set forth below.

[SIGNATURE PAGE FOLLOWS]

HRQ, INC.

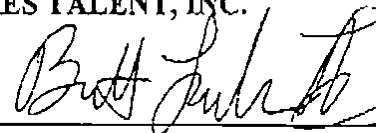
By: 

Print Name: Britt Landrum, III

Title: CEO

Date: April 5, 2024

CERES TALENT, INC.

By: 

Print Name: Britt Landrum, III

Title: CEO

Date: April 5, 2024

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Signature Page to Plan of Merger for HRQ, Inc. and Ceres Talent, Inc.