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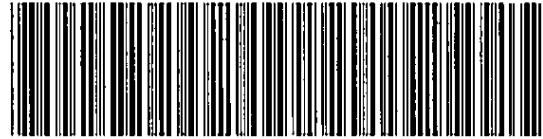
(Business Entity Name)

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Brianne N. Comstock
(770) 559-5608
BCOMSTOCK@MENDENFREIMAN.COM

August 15, 2019

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

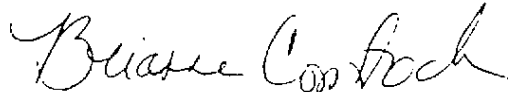
Re: *Van Ness Capital Advisors, Inc. (Our File No. 0507.04)*

Dear Sir/Madam:

Enclosed please find the Articles of Merger of Van Ness Capital Advisors, Inc. and the Agreement and Plan of Merger Between Van Ness Capital Advisors, Inc. a Georgia Corporation and Van Ness Capital Advisors, Inc. a Florida Corporation, along with our check in the amount of \$70.00 for the filing fee.

Please return the recorded documents to us in the postage paid envelope provided. Please contact us with any questions or should you require anything further.

Sincerely,



Brianne N. Comstock
Legal Assistant

tbnc
Enclosures

**ARTICLES OF MERGER
OF
VAN NESS CAPITAL ADVISORS, INC.
A GEORGIA CORPORATION
WITH AND INTO
VAN NESS CAPITAL ADVISORS, INC. p19000054203
A FLORIDA CORPORATION**

ARTICLE I.

VAN NESS CAPITAL ADVISORS, INC., a Georgia corporation ("***VNCA Georgia***"), and VAN NESS CAPITAL ADVISORS, INC., a Florida corporation ("***VNCA Florida***") have merged pursuant to Florida Statutes § 607.1105, with VNCA Florida surviving the merger. The name of the surviving corporation is **VAN NESS CAPITAL ADVISORS, INC.**, a corporation incorporated in the State of Florida.

ARTICLE II.

That certain Agreement and Plan of Merger between VNCA Georgia and VNCA Florida (the "***Plan of Merger***") is attached as ***Exhibit A***.

ARTICLE III.

The Plan of Merger was duly approved by the shareholders of VNCA Georgia and VNCA Florida pursuant to Florida Statutes § 607.1103 on June 28, 2019.

The effective date of the Merger shall be 11:59 p.m. on August 1, 2019.

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CLERK OF STATE
TALLAHASSEE, FL

The foregoing Certificate of Merger has been adopted by VNCA Georgia and VNCA Florida.

VNCA Georgia:

VAN NESS CAPITAL ADVISORS, INC.,
a Georgia Corporation

By: Scott Pressly (SEAL)
Scott Pressly, President

VNCA Florida:

VAN NESS CAPITAL ADVISORS, INC.,
a Florida Corporation

By: Scott Pressly (SEAL)
Scott Pressly, President

Exhibit A

[Agreement and Plan of Merger]

**AGREEMENT AND PLAN OF MERGER
BETWEEN
VAN NESS CAPITAL ADVISORS, INC.
A GEORGIA CORPORATION
AND
VAN NESS CAPITAL ADVISORS, INC.
A FLORIDA CORPORATION**

This Agreement and Plan of Merger (the "**Agreement**") is made and entered into this 28th day of June, 2019, by and between VAN NESS CAPITAL ADVISORS, INC., a Georgia corporation ("**VNCA Georgia**"), and VAN NESS CAPITAL ADVISORS, INC., a Florida corporation ("**VNCA Florida**") (VNCA Georgia and VNCA Florida are hereinafter sometimes collectively referred to as the "**Constituent Corporations**").

W I T N E S S E T H:

WHEREAS, VNCA Georgia is a corporation duly organized and validly existing under the laws of the State of Georgia; and

WHEREAS, VNCA Florida is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the Boards of Directors of the Constituent Corporations have determined that it is advisable and for the benefit of each of the respective Constituent Corporations and their shareholders that VNCA Georgia be merged with and into VNCA Florida (the "**Merger**"), **effective as of 11:59 p.m. on August 1, 2019** (the "**Effective Date**");

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and between the parties hereto subject to (i) the approval and adoption of this Agreement by the respective shareholders of each of the Constituent Corporations, (ii) the conditions hereinafter set forth, that VNCA Georgia be merged with and into VNCA Florida (hereinafter sometimes referred to as the "**Surviving Corporation**") as of the Effective Date, the corporate existence of which shall be continued under the same name, and thereafter the individual existence of VNCA Georgia shall cease. The terms and conditions of the Merger hereby agreed upon and the mode of carrying the same into effect and the manner of converting the shares of VNCA Georgia into securities of the Surviving Corporation are and shall be as follows:

1. The acts and things required to be done by the Georgia Business Corporation Code (the "**Code**") in order to make this Agreement effective, including the submission of this Agreement to the shareholders of both of the Constituent Corporations and the filing of the Articles of Merger or Certificate of Merger in the manner provided for in the Code, shall be attended to and done by the proper officers of the Constituent Corporations as soon as practicable.

2. The Articles of Incorporation of VNCA Florida shall be the Articles of Incorporation of the Surviving Corporation effective as of the date on which the Articles of Merger incorporating this Agreement are filed by the Secretary of State of Georgia (the "*Effective Date*").

3. Until altered, amended, or repealed as therein provided, the Bylaws of VNCA Georgia as in effect on the Effective Date shall be the Bylaws of the Surviving Corporation.

4. Upon the merger contemplated herein becoming effective, the directors of the Surviving Corporation shall be as follows:

SCOTT PRESSLY; and
BARBARA PRESSLY

These persons shall hold office until the next annual meeting of the shareholders of the Surviving Corporation and until their successors are elected in accordance with the Bylaws of the Surviving Corporation. If on the Effective Date any vacancy shall exist on the Board of Directors of the Surviving Corporation, the vacancy shall be filled in the manner specified in the Bylaws of the Surviving Corporation.

5. The manner and basis of converting the shares of each of the Constituent Corporations into shares of the Surviving Corporation shall be as follows:

5.1. Upon the Effective Date of the merger:

5.1.1. Each share of the capital stock of VNCA Florida issued and outstanding immediately prior to the Effective Date shall continue unchanged and shall continue to evidence the same number of shares of capital stock of the Surviving Corporation.

5.1.2. Each share of the capital stock of VNCA Georgia shall be converted into one share of the capital stock of the Surviving Corporation, as follows:

From and after the Effective Date, each holder of any of the shares to be converted as above provided shall be entitled, upon presentation and surrender to the Surviving Corporation of the certificates representing such shares, to receive in exchange therefor certificates representing the number of shares of the stock of the Surviving Corporation into which such shares shall have been converted. The surrendered shares shall be cancelled. Until so surrendered, each outstanding certificate which prior to the Effective Date of the merger represented capital stock of VNCA Georgia shall be deemed for all corporate purposes except the payment of dividends to evidence ownership of the number of shares of the Surviving Corporation into which the same shall have been converted. Until any outstanding certificate shall be so surrendered, no

dividends payable as of any date subsequent to the Effective Date on the capital stock of the Surviving Corporation into which the shares represented by such outstanding certificates shall have been converted shall be paid to the record holders of the outstanding certificates, but upon the surrender of any outstanding certificate, there shall be paid to the record holder thereof the amount of dividends which theretofore had become payable with respect to the shares of the capital stock of the Surviving Corporation into which such certificate shall have been converted.

6. Upon the Effective Date, VNCA Georgia shall merge into the Surviving Corporation and the separate existence of VNCA Georgia shall cease, and in accordance with the terms of this Agreement, the title to all real estate and other property owned by VNCA Georgia shall be vested in the Surviving Corporation without reversion or impairment; the Surviving Corporation shall have all of the liabilities of VNCA Georgia; any proceeding pending against VNCA Georgia may be continued as if the Merger did not occur or the Surviving Corporation may be substituted in the proceeding for VNCA Georgia; and the shares of VNCA Georgia shall be cancelled and the former holders of the shares shall be entitled only to the rights provided in this Agreement or to their rights under Article 13 of the Code.

7. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of VNCA Georgia, the proper officers and directors of VNCA Georgia shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

8. This Agreement shall be submitted for approval by equity holders of the Constituent Corporations. Upon such approval, this Agreement shall be dated and filed with the official records of the Surviving Corporation at its principal place of business, and a Certificate of Merger stating that this Agreement is on file at such principal place of business and that a copy shall be furnished upon request to any shareholder of the Constituent Corporations, shall be filed and recorded in accordance with the laws of the State of Georgia as soon as practicable after the last approval by such shareholders. The Board of Directors and the proper officers of the Constituent Corporations are authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

9. The parties agree that for tax purposes, the merger of VNCA Georgia into VNCA Florida shall be a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as now or hereafter amended.

AGREEMENT AND PLAN OF MERGER

VAN NESS CAPITAL ADVISORS, INC., A GEORGIA CORPORATION &
VAN NESS CAPITAL ADVISORS, INC., A FLORIDA CORPORATION

10. This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original and all of which together shall constitute one and the same agreement.

11. This Agreement and the legal relations between the parties hereto shall be governed by and construed in accordance with the laws of the State of Georgia.

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IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement to be executed, their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date hereinabove first written.

VNCA Georgia:

VAN NESS CAPITAL ADVISORS, INC.,
a Georgia Corporation

By: Scott Pressly (SEAL)
Scott Pressly, President

VNCA Florida:

VAN NESS CAPITAL ADVISORS, INC.,
a Florida Corporation

By: Scott Pressly (SEAL)
Scott Pressly, President