

12/19/2019

P94000038831

Division of Corporations

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MERGER OR SHARE EXCHANGE

Homrich & Berg, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
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| Page Count | 03 |
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Merger

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ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act:

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|----------------------|---------------------|------------------------|
| Homrich & Berg, Inc. | Georgia | Document No. J919489 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-------------------------------|---------------------|---------------------------|
| David Cook & Associates, Inc. | Florida | Document No. P94000038831 |

Third: The merger shall become effective on January 1, 2020.

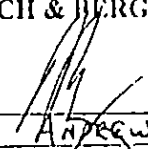
Fourth: The Plan of Merger was approved by the shareholders of the surviving corporation on December 19, 2019

Fifth: The Plan of Merger was approved by the shareholders of the merging corporation on December 19, 2019.

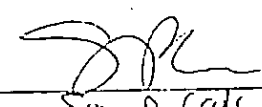
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IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be signed by an authorized officer.

HOMRICH & BERG, INC.

By: 
Name: ANDREW J. BERG
Title: CEO

DAVID COOK & ASSOCIATES, INC.

By: 
Name: Sean P. Cook
Title: Managing Partner, President

PLAN OF MERGER

PLAN OF MERGER adopted by a corporation for profit organized under the laws of the State of Florida, by resolution of its Board of Directors,
by Homrich & Berg, Inc., a corporation for profit organized under the laws of the State of Georgia, by resolution of its Board of Directors, The names of the corporations planning to merge are David Cook & Associates, Inc. a corporation for profit organized under the laws of the State of Florida, and Homrich & Berg, Inc., a corporation for profit organized under the laws of the State of Georgia. The name of the surviving corporation into which David Cook & Associates, Inc. plans to merge is Homrich & Berg, Inc.

1. David Cook & Associates, Inc. and Homrich & Berg, Inc., shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, Homrich & Berg, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of David Cook & Associates, Inc. which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation upon the effective date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation as herein amended and changed shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Georgia Business Corporation Code.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Georgia Business Corporation Code.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation when the merger takes effect shall be converted into shares of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the when the merger takes effect shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization

of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Georgia Business Corporation Code, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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 Plan of Merger or of the merger herein provided for.