

STATE OF ALABAMA

CERTIFICATE OF MERGER

PURPOSE: In order to merge one or more entities – foreign or domestic - (merging entities which will cease to exist as an entity in Alabama) into another entity - domestic or foreign - the entities must deliver to the Office of the Alabama Secretary of State a Certificate of Merger pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed original and one (1) copy of this completed form along with a self-addressed, stamped envelope with the filing fee of \$100.00 (credit card, check, or money order) to the Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103-5616. If the credit card does not authorize or if the check is dishonored, the filing will be removed from the index and of no legal effect. In the case of a dishonored check, a \$30 fee will be charged.

This form must be typed.

Information on the merging entity (this is the entity which will cease to exist/terminating entity):

- 1. The name of the entity as formed/registered in Alabama (if not registered the legal-name-in-the-jurisdiction of formation/authority):

Saint Andrew's Society of The Middle South, Inc.

- 2. Alabama Entity ID Number (Format: 000-000): 066 - 364 TO OBTAIN ID NUMBER Go to our website at www.sos.alabama.gov click on Business Services (below picture), click on Business Entity and Name Search, click on Entity Name, enter the name of the entity in the appropriate box, and enter. Click on the number and verify that this is the correct entity. This step is strongly recommended.

- 3. Mailing address of the principal office of the merging entity: P.O. Box 530033, Birmingham, AL 35253-0033

- 4. Jurisdiction of the governing statute of the merging entity:

The entity was formed in Jefferson county, Alabama on 04 / 20 / 1988 (MM/DD/YYYY).

OR

The foreign entity is not currently registered to do business in Alabama:

This form was prepared by: (type name and full address)

William B. Hairston III
P.O. Box 131208
Birmingham, AL 35213

(For SOS Use Only)

Alabama
Sec. Of State
Merger
003-173
Date 12/16/2021
Time 17:00
211217 3 Pg
File \$100.00
County \$.00
Total \$100.00
08/008

**CERTIFICATE OF MERGER**

The Public Office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

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Additional merging entities attached – must provide same information as above.

Information on the surviving entity (this is the entity which will continue to exist):

5. The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

St. Andrew's Society of the Middle South

6. Alabama Entity ID Number (Format: 000-000): 593\_602 **TO OBTAIN ID NUMBER** Go to our website at [www.sos.alabama.gov](http://www.sos.alabama.gov) click on Business Services (below picture), click on Business Entity and Name Search, click on Entity Name, enter the name of the entity in the appropriate box, and enter. Click on the number and verify that this is the correct entity. **This step is strongly recommended**

7. Mailing address of the principal office of the surviving entity: \_\_\_\_\_

3923 Shannon Lane, Birmingham, AL, 35213

8. Jurisdiction of the governing statute of the surviving entity:

The entity was formed in Jefferson county, Alabama on 11 / 18 / 2019 (MM/DD/YYYY).

**OR**

The surviving entity is an Alabama domestic entity, which is not registered or is not required to register. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

The surviving entity is a foreign entity which is not registered and therefore not qualified to do business in Alabama. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

**Required for entities formed outside of Alabama or Domestic Entities Not Registered with the Alabama Secretary of State**

The Public Office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

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**CERTIFICATE OF MERGER**

9. The effective date of the merger shall be: 01 / 01 / 2022 (MM/DD/YYYY - date must be the date received by the Office of the Secretary of State or a later date which may not be later than the 90<sup>th</sup> day after the date the instrument was signed). **The index of the Alabama Secretary of State will not reflect a date prior to the date received/filed by that office.**

10. The undersigned certify that the Plan of Merger has been approved and executed by each of the entities, which are to merge in accordance with *Code of Alabama of 1975*, Title 10A.

11. The undersigned certify that if the surviving or resulting entity is one in which one or more owners lack limited liability protection, each owner of an entity party to the merger who is to be an owner of the surviving entity without limited liability protection has consented to the merger in writing.

12. The undersigned certify that a copy of the Plan of Merger shall be furnished on request and without cost to any owner of any entity, which is a party to this merger.

13. A copy of the Plan of Merger is on file at a place of business of the surviving entity which is (street address):

3923 Shannon Lane, Birmingham, AL, 35213

14. Amendments to surviving entity's formation documents(name changes may require a name reservation):

None

15. **Foreign Entity requirement – surviving entity only:** Undersigned certifies that the surviving foreign entity resulting from this merger is deemed: (1) To consent that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of each domestic entity a party to the merger or conversion may be made by registered mail addressed to the surviving or converted entity at the address set forth in the certificate of merger or statement of conversion, as the case may be, or by any method provided by the Alabama Rules of Civil Procedure. Any notice or demand required or permitted by law to be served on the domestic entity may be served on the surviving or converted foreign entity by registered mail addressed to the surviving or converted entity at the address set forth in the plan of merger or statement of conversion, as the case may be, or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedure for the service of process; and (2) To agree that it will promptly pay to dissenting owners of each domestic entity that is a party to the merger or conversion the amount, if any, to which they are entitled under Alabama law. [10A-1-8.04]

Copies of any other documents which are consistent with Title 10A of the Alabama Code 1975 have been attached. (May include Plan of Merger, additional Signature pages as attachments, etc.)

12 / 11 / 2021

Date

Sam Henderson, President of Saint Andrew's Society of The Middle South, Inc.

Typed Name **and** Title of Signature Below

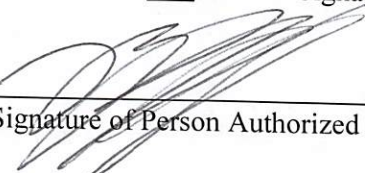
  
Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*

12 / 11 / 2021

Date

Ben Hayley, President of St. Andrew's Society of the Middle South

Typed Name **and** Title of Signature Below

  
Signature of Person Authorized to Sign per 10A-1-4.01, *Alabama Code*