

**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-1-8.01 et seq. Code of Alabama 1975.

**INSTRUCTIONS:** Mail 2 copies of this completed form along with a self-addressed, stamped envelope to:

**\*Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama 36103.**

**\*Include a check, money order, or credit card payment for the \$100.00 processing fee.**

**\*The request is only accepted via mail or courier and will not be accepted via email.**

**\*Your filing will not be indexed if the credit/debit card does not authorize and will be removed from the index if the check is dishonored (\$30 fee).**

**This form must be typed and will not be accepted via email.**

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):

Smiths Station Fire & Rescue

2. Alabama Entity ID Number (Format: 000-000-000): 000 - 745 - 792 **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.**

3. Mailing address of the principal office of the merging entity: 50 Lee Rd 430, Smiths Station, AL 36877

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

The entity was formed in Lee county, Alabama on 09 / 29 / 1966 (MM/DD/YYYY).

**OR**

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

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:

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

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

Daniel Sexton  
50 Lee Rd 430  
Smiths Station, AL 36877

RECEIVED DATE

MAR 29 2022

SECRETARY OF STATE  
OF ALABAMA

(For SOS Use Only)

Alabama  
Sec. Of State

Merger  
003-302  
Date 3/29/2022  
Time 16:04  
220329 4 Pg

File \$ .00  
Cnty .00

Total \$ 0.00  
11/005

**CERTIFICATE OF MERGER**

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):

Smiths Station Fire Protection District

6. Alabama Entity ID Number (Format: 000-000-000): 000 - 007 - 709 **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**

7. Mailing address of the principal office of the surviving entity: 50 Lee Rd 430, Smiths Station, AL 36877

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

The entity was formed in Lee county, Alabama on 03 / 09 / 2022 (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:

9. The effective date of the merger shall be: 04 / 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 90th 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.

**CERTIFICATE OF 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):  
50 Lee Rd 430, Smiths Station, AL 36877

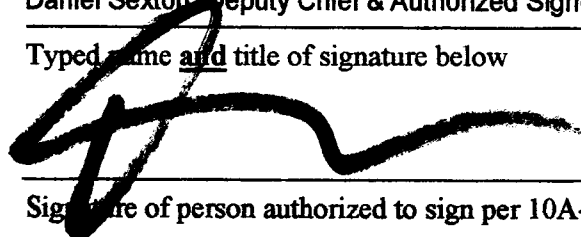
14. Amendments to surviving entity's formation documents (name changes may require a name reservation):  
\_\_\_\_\_  
\_\_\_\_\_

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 Section 10A of the Code of Alabama 1975, have been attached. (May include Plan of Merger, additional signature pages as attachments, etc.)

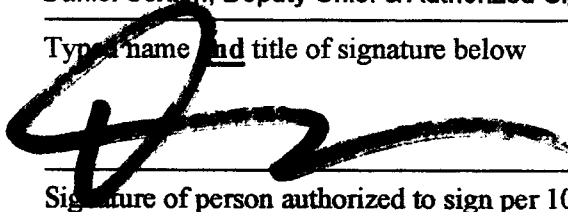
03 / 24 / 2022  
Date

Daniel Sexton, Deputy Chief & Authorized Signer  
Typed name and title of signature below

  
Signature of person authorized to sign per 10A-1-4.01

03 / 24 / 2022  
Date

Daniel Sexton, Deputy Chief & Authorized Signer  
Typed name and title of signature below

  
Signature of person authorized to sign per 10A-1-4.01



**Smiths Station Fire & Rescue  
Smiths Station, Alabama**

Alabama  
Sec. Of State

Merger  
003-302  
Date 3/29/2022  
Time 16:04  
220329 4 PG

File \$ .00  
Cnty \$ .00  
Total \$ 0.00  
11/005

Felton Adkinson  
Chairman

**Resolution No. 022022-02**

**WHEREAS**, the Board of Directors for Smiths Station Fire & Rescue met in regular session on February 22, 2022; and,

**WHEREAS**, a proper quorum was present; and,

**WHEREAS**, a proper motion and second was made and the motion was carried by a majority vote of Board Members.

**NOW THEREFORE BE IT RESOLVED**, that the current entity known as Smiths Station Fire & Rescue, along with all of its assets, accounts, real estate, personal property, and debts shall be merged with and into Smiths Station Fire Protection District.

**BE IT FUTHER RESOLVED**, that Joseph Walden and Daniel Sexton are equally and separately appointed as authorized representatives to file any and all appropriate or necessary paperwork and to take any and all appropriate or necessary actions regarding the merger of Smiths Station Fire & Rescue along with all of its assets, accounts, real estate, personal property, and debts with and into Smiths Station Fire Protection District

**Attest:**

Felton Adkinson  
Felton Adkinson  
Chairman of the Board

2-22-22  
Date

Earline Morris  
Earline Morris  
Secretary

2-22-22  
Date