

FD6000005216

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

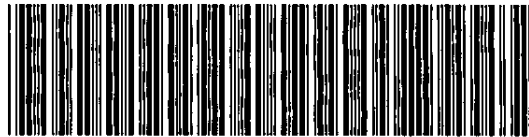
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/08/14--01007--023 **35.00

APPROVED
AND
FILED

14 APR -8 AM 11:29

SECRETARY OF STATE
FALL RIVER, MASSACHUSETTS

C. LEWIS
APR 15 2014
EXAMINER



LICENSING PROFESSIONALS

Insurance Compliance Service
P.O. Box 566, Lynden WA 98264
Toll Free: (888) 543-5432
Fax: (360) 933-1991

Email: swetzsteon@licensingpros.com

MEMO

DATE: April 2, 2014

TO: Florida Secretary of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

FROM: Shannon Wetzsteon / Licensing Professionals

SUBJECT: NAME CHANGE – FOREIGN CORPORATION

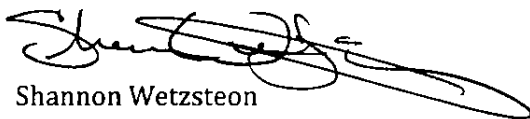
Submitted for your approval is the request to change the name of **Pridemark-Everest Insurance Services, Inc.** to **Leavitt Insurance Services of Southern California, Inc.** in Florida due to a recent merger & name change. Attached, please find:

- Application to File Amendment
- Certificate of Good Standing from California (**certifying name change**)
- Agreement of Merger (**reflecting name change**)
- Check in the amount of \$35.00 made payable to:

Florida Secretary of State

If you have any questions or require further information to process this request please contact Licensing Professionals at (888) 543-5432, or at swetzsteon@licensingpros.com, as we are contracted to assist with this entity's insurance licensing and compliance.

Thank you,


Shannon Wetzsteon
Licensing Professionals

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

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(Document number of corporation (if known))

1. Pridemark-Everest Insurance Services, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. California

(Incorporated under laws of)

3. 04/06/2004

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 01/01/2014

5. Leavitt Insurance Services of Southern California, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Angelo Maroutsas

(Typed or printed name of person signing)

Managing Principal

(Title of person signing)

APPROVED
AND
FILED
APR - 8 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

LEAVITT INSURANCE SERVICES OF SOUTHERN CALIFORNIA, INC.

FILE NUMBER: C2644675
FORMATION DATE: 04/06/2004
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of March 26, 2014.

Debra Bowen

DEBRA BOWEN
Secretary of State

**EFFECTIVE
DATE**

JAN 01 2014

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AGREEMENT OF MERGER

FILED
Secretary of State
State of California

DEC 30 2013

This AGREEMENT OF MERGER is made by and between PrideMark-Everest Insurance Services, Inc., a California corporation ("Surviving Corporation"), Valley Insurance Service, Inc., a California corporation ("Disappearing Corporation #1") and Leavitt Benefits Insurance Services of Southern California, Inc., a California corporation ("Disappearing Corporation #2"), as approved by the board of directors of each of said corporations.

1. Merger. On the Effective Date (as defined in section 8), in accordance with the California General Corporation Law: Disappearing Corporation #1 and Disappearing Corporation #2 shall merge with and into Surviving Corporation; the corporate existence of Surviving Corporation shall continue; and the separate corporate existence of both Disappearing Corporation #1 and Disappearing Corporation #2 shall cease. The corporate identity, existence, name, purposes, franchises, powers, rights and immunities of Surviving Corporation shall continue unaffected and unimpaired by the merger; and the corporate identity, existence, purposes, franchises, powers, rights and immunities of both Disappearing Corporation #1 and Disappearing Corporation #2 shall be merged into Surviving Corporation, which shall be fully vested therewith. Surviving Corporation shall be subject to all of the debts and liabilities of both Disappearing Corporation #1 and Disappearing Corporation #2 as if Surviving Corporation had itself incurred them and all rights of the creditors and all liens on the property of each of Surviving Corporation, Disappearing Corporation #1, and Disappearing Corporation #2 shall be preserved unimpaired; provided that such liens, if any, on the property of either both Disappearing Corporation #1 or Disappearing Corporation #2 shall be limited to the property affected thereby immediately before the Effective Date.

2. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation on the Effective Date shall be amended as follows:

Article I of the Articles of Incorporation shall be amended to read as follows:

Article I
Corporate Name

The name of this corporation shall be Leavitt Insurance Services of Southern California, Inc.

Article VI of the Articles of Incorporation shall be amended to read as follows:

Article VI
Authorized Stock

The authorized stock of this corporation shall consist of fifty thousand (50,000) shares of common stock having no par value. Each issued share shall be entitled to one vote upon all matters submitted to the corporation's shareholders for vote. Any unissued shares of this corporation may be issued, allotted, and sold from time-to-time in such amounts and for such consideration as may be lawfully determined by the Board of Directors. The shares of this corporation shall be non-assessable.

3. Bylaws. The Bylaws of Surviving Corporation on the Effective Date shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the California General Corporation Law.

4. Directors and Officers. The officers of Surviving Corporation from and after the Effective Date shall be the following persons, all of whom shall continue as such until the election and qualification

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of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Surviving Corporation and the California General Corporation Law:

Chris Utterback, President
Angelo Maroutsos, Sr. Exec. VP
Kevin Garrett, Sr. Exec. VP

Dennis Monahan, Sr. Exec. VP
Mark G. Kenney, Secretary
Vance K. Smith, Treasurer

From and after the Effective Date, the directors of Surviving Corporation shall be the following persons, to serve as directors of Surviving Corporation until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of Surviving Corporation and the California General Corporation Law:

Eric O. Leavitt
Dane O. Leavitt
Chris Utterback
Matthew Dowell
Brett Borisoff

Angelo Maroutsos
Dennis Monahan
Kevin Garrett
Gary Wells

5. Effect of Merger on Outstanding Shares.

(a) On the Effective Date, each outstanding share of the common stock of Disappearing Corporation #1 (an "Outstanding Share #1") shall be exchanged for and converted into 1.12 shares of common stock of Surviving Corporation.

(b) On the Effective Date, each outstanding share of the common stock of Disappearing Corporation #2 (an "Outstanding Share #2") shall be exchanged for and converted into 2.611 shares of common stock of Surviving Corporation.

6. Surrender of Share Certificates.

(a) After the Effective Date, each holder of an outstanding certificate evidencing Outstanding Shares of Disappearing Corporation #1 shall surrender such certificate, duly endorsed as Surviving Corporation may require, to Surviving Corporation or its agent for cancellation, in exchange for a certificate evidencing the number of shares of common stock of Surviving Corporation to which such holder is entitled pursuant to section 5(a), and such holder shall also be entitled to receive dividends on each such share of common stock of Surviving Corporation in an amount equal to the amount, if any, of dividends paid on such share between the Effective Date and the date of issuance to such holder of the certificate for such share of common stock of Surviving Corporation; provided that a holder of a certificate for shares of common stock of Disappearing Corporation #1, as such, shall not be entitled to receive any such dividends unless and until, and only to the extent that, such holder shall have surrendered such certificate evidencing shares of common stock of Disappearing Corporation #1 as herein provided.

(b) After the Effective Date, each holder of an outstanding certificate evidencing Outstanding Shares of Disappearing Corporation #2 shall surrender such certificate, duly endorsed as Surviving Corporation may require, to Surviving Corporation or its agent for cancellation, in exchange for a certificate evidencing the number of shares of common stock of Surviving Corporation to which such holder is entitled pursuant to section 5(b), and such holder shall also be entitled to receive dividends on each such share of common stock of Surviving Corporation in an amount equal to the amount, if any, of dividends paid on such share between the Effective Date and the date of issuance to such holder of the certificate for such share of common stock of Surviving Corporation; provided that a holder of a certificate for shares of common stock of Disappearing Corporation #2, as such, shall not be entitled to receive any

dividends unless and until, and only to the extent that, such holder shall have surrendered such certificate evidencing shares of common stock of Disappearing Corporation #2 as herein provided.

7. Shareholder Approval. This Agreement of Merger shall be submitted to the shareholders entitled to vote thereon of Disappearing Corporation #1, Disappearing Corporation #2, and of Surviving Corporation for their approval or rejection in the manner prescribed by the California General Corporation Law.

8. Consummation of Merger; Effective Date. If this Agreement of Merger is approved by the shareholders as provided in section 7 and in accordance with the California General Corporation Law, then: Surviving Corporation and the Disappearing Corporations shall each take or cause to be taken all such actions, and do or cause to be done all such things, as are necessary, proper or advisable under the laws of the State of California to make effective the merger contemplated hereby, subject, however, to compliance with all other applicable laws. On compliance with applicable laws, a copy of this Agreement of Merger with an officer's certificate of each of Surviving Corporation and Disappearing Corporation, as required by section 1103 of the California General Corporation Law, shall be filed with the California Secretary of State, and the merger shall become effective on the later of: (a) January 1, 2014; or (b) the date of such filing, which date is herein called the "Effective Date."

9. Implementing Authorization. The respective boards of directors and the proper officers of Disappearing Corporation #1, Disappearing Corporation #2, and of Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, submit, publish or record any and all instruments, papers and documents, that shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement of Merger or of the merger contemplated hereby. Each party shall from time to time on request by the other party execute and deliver all such documents and instruments and take all such action as such other party may request to implement and carry out the intent and purposes of this Agreement of Merger.

10. Construction. Whenever the context requires, the use in this Agreement of Merger of the singular number shall be deemed to include the plural and vice versa, and each gender shall be deemed to include each other gender. The captions of sections in this Agreement of Merger are for convenience of reference only and are not part of this Agreement of Merger. References to sections in this Agreement of Merger are intended to refer to sections of this Agreement of Merger, except as otherwise stated.

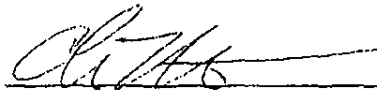
11. Governing Law. This Agreement of Merger shall be governed by and construed and interpreted in accordance with the laws of the State of California.

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IN WITNESS WHEREOF the parties have duly executed this Agreement of Merger this 26th day of December, 2013.

DISAPPEARING CORPORATION #1:

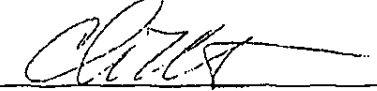
Valley Insurance Service, Inc.

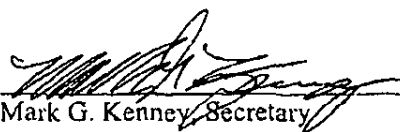
By: 
Chris Utterback, President

By: 
Mark G. Kenney, Secretary

SURVIVING CORPORATION:

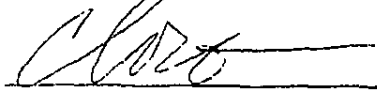
PrideMark-Everest Insurance Services, Inc.

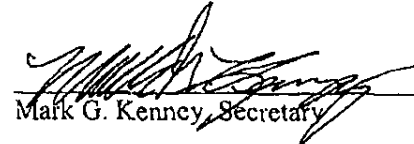
By: 
Chris Utterback, President

By: 
Mark G. Kenney, Secretary

DISAPPEARING CORPORATION #2:

Leavitt Benefits Insurance Services of
Southern California, Inc.

By: 
Chris Utterback, President

By: 
Mark G. Kenney, Secretary

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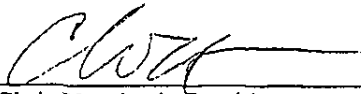
OFFICERS' CERTIFICATE

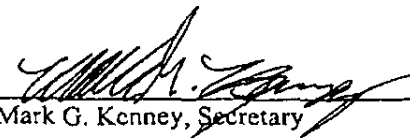
Chris Utterback and Mark G. Kenney certify that:

1. They are the President and the Secretary, respectively, of PrideMark-Everest Insurance Services, Inc., a California corporation.
2. The Agreement of Merger in the form attached hereto was duly approved by the Board of Directors and shareholders of this corporation.
3. This corporation has only one class of shares and the total number of shares outstanding is 12,047.
4. The shareholder approval was by the holders of one hundred percent (100%) of the outstanding shares of the corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: Dec 30, 2013.


Chris Utterback, President


Mark G. Kenney, Secretary

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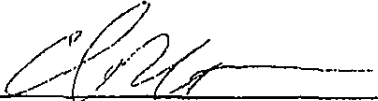
OFFICERS' CERTIFICATE

Chris Utterback and Mark G. Kenney certify that:

1. They are the President and the Secretary, respectively, of Valley Insurance Service, Inc., a California corporation.
2. The Agreement of Merger in the form attached hereto was duly approved by the Board of Directors and shareholders of this corporation.
3. This corporation has only one class of shares and the total number of shares outstanding is 7,813.
4. The shareholder approval was by the holders of one hundred percent (100%) of the outstanding shares of the corporation.

We further declare under penalty of perjury under the laws of the State of California that *the matters set forth in this certificate are true and correct of our own knowledge.*

Date: Dec 30, 2013.


Chris Utterback, President


Mark G. Kenney, Secretary

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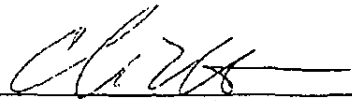
OFFICERS' CERTIFICATE

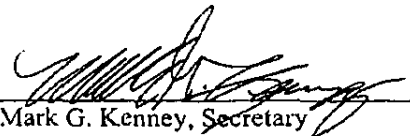
Chris Utterback and Mark G. Kenney certify that:

1. They are the President and the Secretary, respectively, of Leavitt Benefits Insurance Services of Southern California, Inc., a California corporation.
2. The Agreement of Merger in the form attached hereto was duly approved by the Board of Directors and shareholders of this corporation.
3. This corporation has only one class of shares and the total number of shares outstanding is 1,053.
4. The shareholder approval was by the holders of one hundred percent (100%) of the outstanding shares of the corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: Dec 30, 2013.


Chris Utterback, President


Mark G. Kenney, Secretary