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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
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APR 04 2016

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Verisight, Inc.
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tricia Casper
(Contact Person)

Verisight, Inc.
(Firm/Company)

1350 Treat Boulevard, Suite 300
(Address)

Walnut Creek, CA 94597
(City/State and Zip Code)

For further information concerning this matter, please call:

Tricia Casper At (925) 328-4428
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Facsimile Transmittal

Date: March 31, 2016

To: Darlene Connell

Firm: Florida Division of Corporations

Fax Number: 850-245-6897

From: Tricia Casper

Fax Number:

Subject: Revised Merger Filings

No. of Pages (incl. cover): 15

Darlene:

Per our conversations this afternoon please find attached:

1. Revised Articles of Merger for the merger of Newport Retirement Services, Inc. into Verisight, Inc.
2. ~~Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida for Verisight, Inc., including a certified copy of the merger/name change documents filed in Delaware.~~
3. Resolution of the Board of Directors to Adopt an Alternate Name for Use in Florida. [Please note: we are adopting Newport Retirement Services, Inc. as an assumed name as soon as the name clears through the merger].
4. Copy of a check for \$70 which includes the \$35 filing fee for the Application to File Amendment and the \$35 filing fee for the Resolution.

Originals of these documents along with the check are being sent to you via overnight mail.

Tricia Casper
Verisight, Inc.
tricia.casper@verisightgroup.com
(925) 328-4428

The original will: not be provided. be provided via U.S. mail. be provided via overnight delivery.

The information contained in this transmission is privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution, or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone, then collect and return the original message to us at the above address via U.S. Postal Service. We will reimburse you for postage. Thank you.

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Verisight, Inc.	Delaware	F16000001256

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Newport Retirement Services, Inc.	Florida	P01000092502

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 03/31/2016 ^{at 11:59pm ET} (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

16 MAR 25 PM 1:13
STATE OF FLORIDA

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 15, 2016

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on March 15, 2016

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Verisight, Inc. (hereinafter referred to as "Verisight")	Delaware

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Newport Retirement Services, Inc. (hereinafter referred to as "Newport")	Florida

Third: the terms and conditions of the merger are as follows:

- 1. Effective Time.** The date and hour on which the Merger will occur and become effective shall be March 31, 2016 at 11:59 p.m. ET (the "Effective Time").
- 2. Effects of the Merger.** The Merger shall have the effects set forth herein and in the applicable provisions of the Florida Laws and Delaware Laws. Without limiting the foregoing, at the Effective Time, the separate existence of Newport shall cease, all the property, rights, privileges, powers and franchises of Newport shall vest in the surviving corporation, and all debts, liabilities and duties of Newport shall become the debts, liabilities and duties of the surviving corporation, all as provided under the applicable Laws of the State of Delaware.
- 3. Name.** The name of the surviving corporation shall be Newport Group, Inc.
- 4. Governing Documents.** The certificate of incorporation of Verisight as in effect immediately prior to the Effective Time, shall, by virtue of the merger, be the certificate of incorporation of the surviving corporation until thereafter amended as permitted by applicable law and this Agreement. The bylaws of Verisight, as in effect immediately prior to the Effective Time, shall, by virtue of the Merger be the bylaws of the surviving corporation until thereafter amended as permitted by applicable law and this Agreement.
- 4. Directors and Officers.** The directors and officers of Verisight at the Effective Time shall be the directors and officers of the surviving corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their earlier removal, resignation or death in accordance with the Bylaws of the surviving corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of Newport common stock, par value \$0.01 issued and outstanding immediately prior to the Effective Time shall be cancelled without any payment of any consideration therefor. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share of Verisight common stock, par value \$0.10 issued and outstanding immediately prior to the Effective Time shall not be converted or exchanged in any manner but, as of the Effective Time, shall represent one share of common stock, par value \$0.10 of the surviving corporation.



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

**RESOLUTION OF THE BOARD OF DIRECTORS TO ADOPT AN
ALTERNATE NAME FOR USE IN FLORIDA**

(Pursuant to section 607.1506 or 617.1506, F.S.)

(Please print or type)

I, the undersigned Tricia Casper, do hereby certify
(Name)

that this Resolution of the Board of Directors of Verisight, Inc.

(to be renamed Newport Group, Inc. effective March 31, 2016 at 11:59 p.m. ET)

(Name of Corporation)

a corporation duly organized and existing under the laws of Delaware,
(State or Country)

was adopted on March 15, 2016, adopting the alternate

name of Newport Retirement Services, Inc.
(Alternate Name) NOTE: Must contain a corporate suffix)

for use in Florida as its real name is unavailable in Florida.

Date: March 31, 2016

Tricia Casper
Signature of Chairman, Vice Chairman of the Board, a
director or any officer

Secretary
Title of person signing

FILING FEE \$35

(No fee required if submitted with a foreign not for profit qualification or amendment)

Make checks payable to Florida Department of State and mail to:

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEWPORT RETIREMENT SERVICES, INC.", A FLORIDA CORPORATION, WITH AND INTO "VERISIGHT, INC." UNDER THE NAME OF "NEWPORT GROUP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2016, AT 4:08 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF MARCH, A.D. 2016 AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

4787210 8100M
SR# 20161867227

Authentication: 202052008
Date: 03-28-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:08 PM 03/24/2016
FILED 04:08 PM 03/24/2016
SR 20161867227 - File Number 4787210

STATE OF DELAWARE

CERTIFICATE OF MERGER OF

NEWPORT RETIREMENT SERVICES, INC.

(A Florida corporation)

with and into

VERISIGHT, INC.

(a Delaware corporation)

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Verisight, Inc. a Delaware corporation (the "Surviving Corporation") and the name of the corporation being merged into the surviving corporation is Newport Retirement Services, Inc., a Florida corporation. ("Disappearing Corporation").

SECOND: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the Surviving Corporation of the merger is Verisight, Inc., a Delaware corporation which shall herewith be changed to Newport Group, Inc.

FOURTH: That pursuant to the Agreement and Plan of Merger, the Amended and Restated Certificate of Incorporation of the Corporation shall be amended and restated in its entirety to read as set forth in Exhibit A attached hereto and, as so amended and restated, shall be the certificate of incorporation of the surviving corporation.

FIFTH: This Certificate of Merger, and the merger provided for herein, shall become effective on March 31, 2016 at 11:59 p.m. ET.

SIXTH: The Agreement of Merger is on file at 1350 Treat Boulevard, Suite 300, Walnut Creek, CA 94597, an office of the Surviving Corporation.

SEVENTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation on request, without cost, to any stockholder of the constituent corporations.

EIGHTH: The authorized capital stock of the Disappearing Corporation is as follows:

Corporation	Class	Number of shares	Par value per share
Newport Retirement Services, Inc.	Common	1,000	\$.01

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 24th day of March, 2016.

By: Tricia Casper
 Authorized Officer

Name: Tricia Casper
 Print or Type

Title: Secretary

Exhibit A

ARTICLE I

The name of the Corporation is Newport Group, Inc.

ARTICLE II

The Corporation's registered office in the State of Delaware is to be located at 1209 Orange Street, Corporation Trust Center, Wilmington, Delaware 19801 in the County of New Castle County. The registered agent in charge thereof is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE IV

The total number of shares of stock which the Corporation shall have the authority to issue is one million (1,000,000) shares of Common Stock, par value \$0.10 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by statute or by this Certificate of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all powers and do all such acts and things as may be exercised or done by the Corporation. Election of directors need not be by written ballot unless the Bylaws so provide.

ARTICLE VI

The Board of Directors is authorized to make, adopt, amend, alter or repeal the Bylaws of the Corporation. The stockholders shall also have power to make, adopt, amend, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

The Corporation reserves the right to amend or repeal any of the provisions contained in this Second Amended and Restated Certificate of Incorporation in any manner now or hereafter permitted by law, and the rights of the stockholders of this Corporation are granted subject to this reservation.

ARTICLE VIII

To the fullest extent permitted by the Delaware General Corporation Law, a director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of liability of a director, the liability of a director of this Corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. Any repeal or modification of the foregoing provisions of this Article EIGHTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.