

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Newport Group, 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)

Newport Group, 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

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ARTICLES OF MERGER
Of
THE NEWPORT GROUP INC.
(A Florida corporation)
with and into
NEWPORT GROUP, INC.
(A Delaware corporation)

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>
Newport Group, Inc.	Delaware	F16000001256

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
The Newport Group, Inc.	Florida	G94341

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on March 31, 2017 at 11:59 p.m. Eastern Time.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on December 14, 2016 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on December 14, 2016.

[Signatures on following page]

SEVENTH: SIGNATURES FOR EACH CORPORATION

NEWPORT GROUP, INC.

THE NEWPORT GROUP, INC.

Tricia Casper
Tricia Casper, Secretary

Tricia Casper
Tricia Casper, Secretary

March 29, 2017
Date

March 29, 2017
Date

PLAN OF MERGER
of
THE NEWPORT GROUP, INC.
(A Florida Corporation)
with and into
NEWPORT GROUP, INC.
(A Delaware Corporation)

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 of the surviving corporation is Newport Group, Inc., a Delaware corporation.

SECOND: The name of the merging corporation is The Newport Group, Inc., a Florida corporation.

THIRD: The terms and conditions of the merger are as follows:

1. **The Merger.** At the Effective Time (as hereinafter defined), The Newport Group, Inc. ("TNG") shall be merged with and into Newport Group, Inc. ("NGI") pursuant to the provisions of the Delaware General Corporation Law, Section 252 *et seq.* (the "Delaware Laws") (the "Merger") and NGI shall be the surviving entity (the "Surviving Entity").
2. **Effective Time.** Unless the Plan of Merger shall have been terminated pursuant to the terms hereof, the date and hour on which the Merger will occur and become effective shall be March 31, 2017 at 11:59 p.m. ET (the "Effective Time").
3. **Effects of the Merger.** The Merger shall have the effects set forth herein and in the applicable provisions of the Florida Business Corporation Act, Section 607.1101 *et seq.* (the "Florida Laws") and Delaware Laws. Without limiting the foregoing, at the Effective Time, the separate existence of TNG shall cease, all the property, rights, privileges, powers and franchises of TNG shall vest in the Surviving Entity, and all debts, liabilities and duties of TNG shall become the debts, liabilities and duties of the Surviving Entity, all as provided under the applicable Laws of the State of Delaware.
4. **Name.** The name of the Surviving Entity shall be Newport Group, Inc.

5. **Governing Documents.** The Certificate of Incorporation of NGI as amended or restated to date, shall by virtue of the Merger, be the certificate of incorporation of the Surviving Entity until thereafter amended as permitted by applicable law. The Bylaws of NGI as in effect immediately prior to the Effective Time, shall, by virtue of the Merger, be the bylaws of the Surviving Entity until thereafter amended as permitted by applicable law.
6. **Directors and Officers.** The directors and officers of NGI at the Effective Time shall be the directors and officers of the Surviving Entity, 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 Entity.
7. **Further Assurances.** From time to time, when and as required by NGI or its successors and assigns, there shall be executed and delivered on behalf of TNG such deeds and other instruments, and there shall be taken or caused to be taken by or on behalf of TNG such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in TNG, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of TNG, and otherwise to carry out the purposes of this Agreement, and the officers and the directors of TNG are fully authorized by and on behalf of TNG to take any and all such action to execute and deliver any and all such deeds and other instruments.
8. **Amendment and Termination.** Subject to applicable law, this Plan of Merger may be amended by written agreement of the parties hereto at any time prior to the Effective Time. Subject to applicable law, this Plan of Merger may be terminated by the Board of Directors of NGI or the Board of Directors of TNG at any time prior to the Effective Time.

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 TNG common stock, par value \$1.00, 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 NGI 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 Surviving Entity common stock, par value \$0.10.