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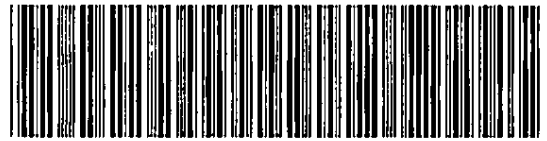
(Business Entity Name)

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DEPARTMENT OF REVENUE

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JAN 29 2020

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Summit Financial Services 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:

Kathleen Bilbia

Contact Person

Cetera Financial Group, Inc.

Firm/Company

200 N. Pacific Coast Hwy, Ste. 1200

Address

El Segundo, CA 90245

City/State and Zip Code

dana.thomsen@cetera.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathleen Bilbia

At (310) 257-7465

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)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RECEIVED
DIVISION OF CORPORATIONS
JAN 25 2007
PM 2:50

STATE OF FLORIDA
ARTICLES OF MERGER BETWEEN
SUMMIT FINANCIAL SERVICES GROUP, INC., A FLORIDA CORPORATION AND
SBS FINANCIAL ADVISORS, INC., A FLORIDA CORPORATION, AND
SUMMIT CAPITAL GROUP, INC., A FLORIDA CORPORATION

These Articles of Merger are submitted in accordance with the Florida Business Corporation Act pursuant to Florida Statutes sections 607.1105 and 607.1104.

1. The name of the surviving entity is Summit Financial Services Group, Inc., which is a Florida corporation (the "Surviving Corporation").

2. The name of the first merging entity is SBS Financial Advisors, Inc., which is a Florida corporation (the "First Merging Corporation") and a wholly-owned subsidiary of the Surviving Corporation.

3. The name of the second merging entity is Summit Capital Group, Inc., which is a Florida corporation (the "Second Merging Corporation") and a wholly-owned subsidiary of the Surviving Corporation (the First Merging Corporation and the Second Merging Corporation are collectively referred to as the "Merging Corporations").

4. Attached to these articles is a true and correct copy of the Plan of Merger (the "Plan") between the Merging Corporations and the Surviving Corporation in the merger.

5. The merger shall be effective upon the filing of these Articles of Merger with the Florida Secretary of State.

6. The Plan was approved by the directors of the Surviving Corporation and the approval of the shareholders was not required pursuant to Florida Statutes section 607.1103(7).

7. The Plan was approved by the directors of the Merging Corporations in accordance with the requirements of Florida law and the approval of the shareholders was not required.


These Articles of Merger are duly executed by the Merging Corporations and the Surviving Corporation as of December 31, 2019, through the signatures of their authorized officers.

[signature page immediately follows]

19 DEC 30 PM 2:59
CLERK OF THE
STATE
SECRETARY OF STATE

The First Merging Corporation:

SBS Financial Advisors, Inc.

By: 

Print Name: Greg Olson

Title: Secretary

The Second Merging Corporation:

Summit Capital Group, Inc.

By: 

Print Name: Greg Olson

Title: Secretary

The Surviving Corporation:

Summit Financial Services Group, Inc.

By: 

Print Name: Greg Olson

Title: Secretary

PLAN OF MERGER

SUMMIT FINANCIAL SERVICES GROUP, INC., A FLORIDA CORPORATION AND SBS FINANCIAL ADVISORS, INC., A FLORIDA CORPORATION, AND SUMMIT CAPITAL GROUP, INC., A FLORIDA CORPORATION

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes.

1. The name and jurisdiction of the parent corporation that owns one hundred percent (100%) of the outstanding shares of each class of the subsidiary corporations:

<u>Name</u>	<u>Jurisdiction</u>
Summit Financial Services Group, Inc.	Florida

2. The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
SBS Financial Advisors, Inc.	Florida
Summit Capital Group, Inc.	Florida

3. The shares of the subsidiaries shall be cancelled and shall not be converted into shares of the parent company.
4. The shareholders of the subsidiary corporations are not required to approve the merger. Because the subsidiary corporations are wholly-owned subsidiaries of the parent corporation and there are no shareholders of the subsidiary corporations other than the parent corporation, there are no shareholders that would have the right to vote or dissent other than the parent corporation.
5. The parent corporation is the sole shareholder of the subsidiary corporations and a mailing of the Plan of Merger is waived by the parent corporation.