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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 181593 7675563

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : April 25, 2018

ORDER TIME : 9:19 AM

ORDER NO. : 181593-010

CUSTOMER NO: 7675563

ARTICLES OF MERGER

BIBBY FINANCIAL SERVICES (CA),
INC.

INTO

BIBBY FINANCIAL SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bibby Financial Services, 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:

Vicki Heller, Paralegal

Contact Person

Bibby Financial Services, Inc.

Firm/Company

600 TownPark Lane, Suite 450

Address

Kennesaw, GA 30144

City/State and Zip Code

KWithrow@bibbyusa.com

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

For further information concerning this matter, please call:

Vicki Heller

Name of Contact Person

At (678) 385-9682

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
Corporations
Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

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>Number</u>	<u>Jurisdiction</u>	<u>Document</u> (If known/ applicable)
<u>Bibby Financial Services, Inc.</u>	<u>Florida</u>	<u>P05000063319</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u> <u>Number</u>	<u>Jurisdiction</u>	<u>Document</u> (If known/ applicable)
<u>Bibby Financial Services (CA), Inc.</u>	<u>California</u>	<u>Not Applicable</u>

Third: The Plan of Merger is attached hereto as Exhibit A.

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

Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 26, 2017.

Sixth: Adoption of Merger by merging corporation

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 26, 2017.

[Signatures on the following page]

FILED
APR 26 P 12 11
TALLAHASSEE FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

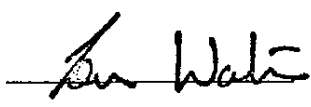
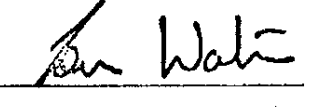
<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Bibby Financial Services, Inc.		<u>Ian Watson, CEO</u>
Bibby Financial Services (CA), Inc.		<u>Ian Watson, CEO</u>

Exhibit A

Agreement and Plan of Merger

See Attached.

AGREEMENT AND PLAN OF MERGER
OF
BIBBY FINANCIAL SERVICES (CA), INC.
WITH AND INTO
BIBBY FINANCIAL SERVICES, INC.

This AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated December 26, 2017, is made and entered into by and between Bibby Financial Services (CA), Inc., a California corporation ("Bibby CA"), and Bibby Financial Services, Inc., a Florida corporation ("BFS").

WITNESSETH:

WHEREAS, the parties hereto have determined that it would be in the best interest of Bibby CA to be merged with and into BFS (the "Merger"; the Transfer and the Merger are together the "Transaction");

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

I. NAME OF EACH ENTITY

The names of the parties planning to merge are Bibby Financial Services (CA), Inc., a California corporation, and Bibby Financial Services, Inc., a Florida corporation.

II. MERGER

Bibby CA and BFS shall, pursuant to the provisions of the California Corporations Code (the "California Code") and the Florida Business Corporation Act (the "Florida Act"), be merged (the "Merger") with and into a single corporation, BFS, which shall be the surviving entity when the Merger takes effect (the "Effective Time") and which is sometimes hereinafter referred to as the "Surviving Corporation." The separate existence of Bibby CA which is sometimes hereinafter referred to as the "Terminating Corporation," shall cease as of the Effective Time of the Merger in accordance with the provisions of the California Code and the Florida Act.

III. ARTICLES OF INCORPORATION

The Articles of Incorporation of BFS (the "Articles of Incorporation") as in effect immediately before the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue to be the Articles of Incorporation of the Surviving Corporation until thereafter amended as set forth therein or as provided by applicable law.

IV. BYLAWS

The Bylaws of BFS (the "Bylaws") as in effect immediately before the Effective Time shall be the Bylaws of the Surviving Corporation and shall continue to be the Bylaws of the Surviving Corporation until thereafter amended as set forth therein or in the Articles of Incorporation of the Surviving Corporation or as provided by applicable law.

V. DIRECTORS AND OFFICERS

The directors and officers of BFS immediately before the Effective Time shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their respective positions until the election and qualification of their respective successors or until their tenure is otherwise terminated by law or in accordance with the Bylaws of the Surviving Corporation.

VI. MANNER OF CONVERSION OF SHARES

The shares of the sole shareholder of the Terminating Corporation, as of the Effective Time, shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, but such shares shall be cancelled. The shares of the sole shareholder of the Surviving Corporation shall not be converted in any manner and the shares of such shareholder shall continue unchanged as its shares in the Surviving Corporation from and after the Effective Date.

VII. EFFECTIVE TIME OF MERGER

The Effective Time of the Merger shall be upon the filing of the Articles of Merger pursuant to the California Code and the Florida Act.

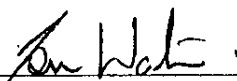
VIII. GENERAL AUTHORITY

The directors and the officers of the Terminating Corporation and the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement or the Merger.


(Signatures on following page)

IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as of the date set forth above. This Agreement and Plan of Merger may be executed in counterparts which, when taken together, shall constitute the original hereof.

BIBBY FINANCIAL SERVICES (CA), INC.,
A California corporation

By: 
Name: Ian Watson
Title: CEO

BIBBY FINANCIAL SERVICES, INC.
a Florida corporation

By: 
Name: Ian Watson
Title: CEO

Certificate of Approval of Agreement of Merger

Ian Watson and Jeffrey D. Morse certify that:

1. They are the president and the secretary, respectively, of Bibby Financial Services, Inc., a Florida corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the board of directors and by the shareholders of the corporation by a vote that equaled or exceeded the vote required.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and all of the shares outstanding are entitled to vote on the merger.

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: April 25, 2018



Ian Watson, President



Jeffrey D. Morse, Secretary

Agreement of Merger

This Agreement of Merger is entered into between Bibby Financial Services, Inc., a Florida corporation (herein "Surviving Corporation") and Bibby Financial Services (CA), Inc., a California corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The outstanding shares of Merging Corporation shall be canceled without consideration.
3. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.
4. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
5. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

"Surviving Corporation"
Bibby Financial Services, Inc., a Florida
corporation

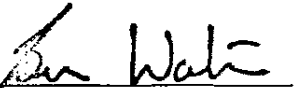


Ian Watson, President



Jeffrey D. Morab, Secretary

"Merging Corporation"
Bibby Financial Services (CA), Inc., a
California corporation



Ian Watson, President



Ian Downing, Secretary