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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Summit Brokerage 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:

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

Name of Contact Person

At (310) 257-7465

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

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DIVISION OF CORPORATIONS
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**STATE OF FLORIDA
ARTICLES OF MERGER BETWEEN
SUMMIT BROKERAGE SERVICES, INC., A FLORIDA CORPORATION AND
SUMMIT HOLDING 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 Brokerage Services, Inc., which is a Florida corporation (the "Surviving Corporation").

2. The name of the merging entity is Summit Holding Group, Inc., which is a Florida corporation (the "Merging Corporation") and a wholly-owned subsidiary of the Surviving Corporation.

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

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

5. 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).

6. The Plan was approved by the directors of the Merging Corporation 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 Corporation and the Surviving Corporation as of December 31, 2019, through the signatures of their authorized officers.

[signature page immediately follows]

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SECRETARY OF STATE
19 DEC 30 PM 12:25
TALLAHASSEE, FLORIDA

The Merging Corporation:

Summit Holding Group, Inc.

By: Greg Olson

Print Name: Greg Olson

Title: Secretary

The Surviving Corporation:

Summit Brokerage Services, Inc.

By: Greg Olson

Print Name: Greg Olson

Title: Asst. Secretary

PLAN OF MERGER

SUMMIT BROKERAGE SERVICES, INC., A FLORIDA CORPORATION AND SUMMIT HOLDING 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 corporation:

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

2. The name and jurisdiction of the subsidiary corporation:

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

3. The shares of the subsidiary shall be cancelled and shall not be converted into shares of the parent company.
4. The shareholders of the subsidiary corporation is not required to approve the merger. Because the subsidiary corporation is a wholly-owned subsidiary of the parent corporation and there are no shareholders of the subsidiary corporation 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 corporation and a mailing of the Plan of Merger is waived by the parent corporation.