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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Newport Group Securities, Inc.

Name of Surviving Corporation

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DIVISION OF CORPORATIONS
16 DEC 23 AM 11:14

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

Firm/Company

1350 Treat Boulevard, Suite 300

Address

Walnut Creek, CA 94597

City/State and Zip Code

tricia.casper@newportgroup.com

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

For further information concerning this matter, please call:

Tricia Casper

Name of Contact Person

At (925) 328-4428

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

ARTICLES OF MERGER
Of
CLARK SECURITIES, INC.
(A California corporation)
with and into
NEWPORT GROUP SECURITIES, INC.
(A Florida corporation)

RECEIVED
16 DEC 23 04:11:14
CLARK SECURITIES, INC.
NEWPORT GROUP SECURITIES, INC.

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 Securities, Inc.	Florida	V02503

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Clark Securities, Inc.	California	F99000001749

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on December 31, 2016 at 11:59 p.m. Eastern Time.

FIFTH: The Plan of Merger was adopted by the board of directors of the surviving corporation on September 8, 2016 and shareholder approval was not required.

SIXTH: The Plan of Merger was adopted by the shareholder of the merging corporation on September 12, 2016.

[Signatures on following page]

SEVENTH: SIGNATURES FOR EACH CORPORATION

NEWPORT GROUP SECURITIES, INC.

Tricia Casper
Tricia Casper, Secretary

December 22, 2016
Date

CLARK SECURITIES, INC.

Tricia Casper
Tricia Casper, Secretary

December 22, 2016
Date

PLAN OF MERGER
of
CLARK SECURITIES, INC.
(A California Corporation)
with and into
NEWPORT GROUP SECURITIES, INC.
(A Florida 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 Securities, Inc., a Florida corporation ("NGS").

SECOND: The name of the merging corporation is Clark Securities, Inc., a California corporation ("CSI").

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

1. **The Merger.** At the Effective Time (as hereinafter defined), CSI shall be merged with and into NGS pursuant to the provisions of the Florida Business Corporation Act, Section 607.1101 *et seq.* (the "Florida Laws") (the "Merger") and NGS 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 December 31, 2016 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 Laws and California Corporation Code Section 1100 *et seq.* (the "California Laws"). Without limiting the foregoing, at the Effective Time, the separate existence of CSI shall cease, all the property, rights, privileges, powers and franchises of CSI shall vest in the Surviving Entity, and all debts, liabilities and duties of CSI shall become the debts, liabilities and duties of the Surviving Entity, all as provided under the Florida Laws.
4. **Name.** The name of the Surviving Entity shall be Newport Group Securities, Inc.

5. **Governing Documents.** The Articles of Incorporation of NGS, as amended to date, shall, by virtue of the Merger, be the articles of incorporation of the Surviving Entity until thereafter amended as permitted by applicable law. The Bylaws of NGS, 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 NGS 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 NGS or its successors and assigns, there shall be executed and delivered on behalf of CSI such deeds and other instruments, and there shall be taken or caused to be taken by or on behalf of CSI such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in NGS, the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises, and authority of CSI, and otherwise to carry out the purposes of this Agreement, and the officers and the directors of NGS are fully authorized by and on behalf of NGS to take any and all such action to execute and deliver any and all such deeds and other instruments.
8. **Termination.** Subject to applicable law, this Plan of Merger may be terminated by the Board of Directors of NGS or the Board of Directors of CSI 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 CSI common stock, no par value, 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 NGS common stock, par value \$1.00 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 \$1.00.