

L10000023827

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(City/State/Zip/Phone #)

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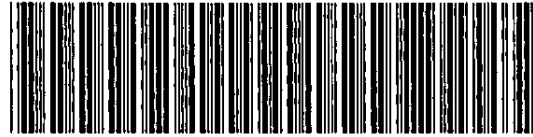
(Business Entity Name)

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8/1/12

FILED
12 JUL 23 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Cullen JUL 24 2012

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DERMPATH HOLDINGS, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Alan M. Freedman

Contact Person

DermPath Holdings, LLC

Firm/Company

9519 Tree Tops Lake Road

Address

Tampa, Florida 33626

City, State and Zip Code

adermpath@gmail.com

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

For further information concerning this matter, please call:

Alan M. Freedman

at (813)

267-8761

Name of Contact Person

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

FILED
12 JUL 23 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dermopath Holdings, LLC	Florida	Limited Liability Company
Dermopath Properties, LLC	Florida	Limited Liability Company
LI-23834		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dermopath Holdings, LLC	Florida	Limited Liability Company
LI-23827		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

August 1, 2012

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Dermpath Holdings, LLC</u>	_____	<u>Alan M. Freedman, MGRM</u>
<u>Dermpath Properties, LLC</u>	_____	<u>Alan M. Freedman, MGRM</u>
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Dermopath Holdings, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Dermopath Properties, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Dermopath Holdings, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

Dermopath Holdings, LLC, and Dermopath Properties, LLC, are both wholly owned
limited liability companies. The one hundred percent (100%) unit owner of each
entity prior to merger is Alan M. Freedman.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All units, shares, assets, interests, obligations as held under Derrpath Properties, LLC, shall be converted and transferred wholly to Derrpath Holdings, LLC.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All rights to acquire interests, shares, obligations, and other securities of Derrpath Properties, LLC, shall be converted wholly to Derrpath Holdings, LLC.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

All real property titled in the name of Dermpath Properties, LLC, shall be titled in the name of Dermpath Holdings, LLC, by virtue of the filing of this certificate of merger.

(Attach additional sheet if necessary)

FILED
12 JUL 23 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA