

P12000007011

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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03/05/15--01015--018 **60.00

effective date 05/01/2015

FILED
15 MAR 27 PM 1:39
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margin



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Litigation
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Florida Supreme Certified
Circuit Civil Mediator

STW
STEELE T. WILLIAMS, P.A.

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Pineapple Place
1381 Mcansh Square
Sarasota, FL 34236-5620
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SteeleTWilliams@comcast.net



3/3/2015

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger
B&M Jimenez Properties, LLC
("Disappearing Entity")

Baltasar Jimenez, DMD, PA
(the "Surviving Entity")

Dear Sir/Madam:

Enclosed is a check for sixty dollars for the merger of the above entities (\$25 for the LLC and \$35 for the corporation). Also enclosed is an originally executed Plan of Merger and Articles of Merger/Certificate of Merger.

Please file these merger documents. Once these documents are filed please return them using the enclosed self-addressed stamped envelope. Please advise of any questions or comments regarding this matter via email SteeleTWilliams@comcast.net or via the above contact information.

Very truly yours,

Steele T. Williams, Esquire

cc: client



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4/23/2015

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Merger
B&M Jimenez Properties, LLC
("Disappearing Entity")

Baltasar Jimenez, DMD, PA
(the "Surviving Entity")

Dear Sir/Madam:

Enclosed is additional paperwork requested regarding the above matter, along with your letter of March 27, 2015.

Please file these merger documents. Once these documents are filed please return them using the enclosed self-addressed stamped envelope. Please advise of any questions or comments regarding this matter via email SteeleTWilliams@comcast.net or via the above contact information.

Thank you for your attention to this matter.

Very truly yours,

Steele T. Williams, Esquire

cc: client

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Baltasar Jimenez, DMD P.A.
Name of Surviving Party

Please return all correspondence concerning this matter to:

Steele Williams
Contact Person

Steele T. Williams
Firm/Company

1381 McAvish Sq.
Address

Sarasota, FL 34236
City, State and Zip Code

Steele T Williams @ comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steele Williams at (941) 378-1800
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

FILED
SEP 27 01 1:30
TALLAHASSEE, FL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2015

STEELE T. WILLIAMS
STEELE T. WILLIAMS, P.A.
1381 MCANSH SQUARE, PINAPPLE PLACE
SARASOTA, FL 34236-5620

SUBJECT: BALTASAR JIMENEZ, D.M.D., P.A.
Ref. Number: P12000007011

We have received your document for BALTASAR JIMENEZ, D.M.D., P.A. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

The effective date must be specific and cannot be prior to the date of filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 215A0000615

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

15 APR 27 AM 11:07

RECEIVED

FILED
15 APR 27 PM 1:30
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, 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>
B&M Jimenez Properties, LLC	Florida	L05-40664 limited liability company
Baltasar Jimenez, PMDPA	Florida	For-profit corporation
_____	_____	_____
_____	_____	_____

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>
Baltasar Jimenez, PMDPA	Florida	For-profit corporation P12-7011

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, 605, 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 no more than 90 days after the date this document is filed by the Florida Department of State:

May 1, 2015

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 surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
B&M Jimenez Properties, LLC	<i>Baltasar Jimenez</i>	BALTASAR JIMENEZ
Baltasar Jimenez, LMO PA	<i>Baltasar Jimenez</i>	BALTASAR JIMENEZ
		as manager/owner

Corporations:	Chairman, Vice Chairman, <u>President or Officer</u> (If no directors selected, signature of incorporator.)
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 <u>member or authorized representative</u>

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

FILED
15 APR 27 PM 1:50
CLERK OF COURT
JULIA A. BROWN

FILED
15 APR 27 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>68M Jimenez Properties LLC</u>	<u>Florida</u>	<u>limited liability company</u>
<u>Baltasar Jimenez, PMP PA</u>	<u>Florida</u>	<u>For-profit corporation</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>Baltasar Jimenez, PMP PA</u>	<u>Florida</u>	<u>For-profit corporation</u>

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

On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

(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:

On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.

Because the owner and management of the Surviving Entity and the Disappearing Entity are identical, there shall be no conversion of the shares of the Disappearing Entity, or any payment therefor and the shares of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any shareholder of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

(Attach additional sheet if necessary)

SEVENTH: 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)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)