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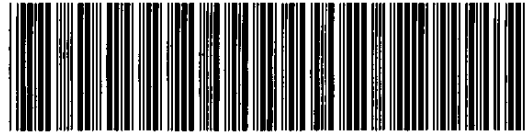
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Panama City Urological Center P.A.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Daniel Harmon

(Contact Person)

Daniel Harmon Attorney

(Firm/Company)

8317 Front Beach Rd. Suite 16

(Address)

Panama City Beach FL 32407

(City/State and Zip Code)

For further information concerning this matter, please call:

Daniel Harmon

(Name of Contact Person)

At (850) 832-3167

(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 AND PLAN OF MERGER

These Articles and Plan of Merger entered into this 1st day of March, 2007, by and between WARREN T. HITT, M.D., P.A. ("HITT"), and PANAMA CITY UROLOGICAL CENTER, P.A., ("PCUC").

WITNESSETH:

WHEREAS, the Board of Directors of HITT and PCUC, respectively, deem it to be in the best interests and generally to the advantage and welfare of the two corporate parties and their respective members that HITT merge with PCUC under and pursuant to the provisions of the Florida Business Corporation Act, Chapter 607 of the Florida Statutes; and

WHEREAS, the respective members of PCUC and HITT have approved the terms and conditions of the merger.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. Approval. On March 1st, 2007, all of the directors and the number of votes of the members sufficient for approval of PCUC adopted and approved these Articles and Plan of Merger. On March 1st, 2007, all of the directors and the number of votes of the members sufficient for approval of members of HITT adopted and approved these Articles and Plan of Merger.
2. Merger. HITT shall be and hereby is merged into PCUC.
3. Effective Date. These Articles of Merger shall become effective immediately upon compliance with the laws of the State of Florida, the time of such effectiveness being hereinafter called the Effective Date.
4. Surviving Corporation. PCUC shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of HITT shall cease forthwith upon the Effective Date.
5. Articles of Incorporation. The Articles of Incorporation of PCUC following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any member, director or officer of PCUC or upon any other person whomsoever are subject to this reserve power, shall continue as the Articles of Incorporation of the Surviving Corporation. Such Articles of Incorporation shall constitute the Articles of Incorporation of PCUC separate and apart from these Articles and Plan of Merger and may be separately certified as the Articles of Incorporation of PCUC.

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6. Bylaws. The Bylaws of PCUC shall be the Bylaws of the surviving corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions hereof.

7. Further Assurance of Title. If at any time PCUC shall consider or be advised that any acknowledgments or assurances or other similar actions are necessary or desirable in order to acknowledge or confirm in and to PCUC any right, title or interest of HITT held immediately prior to the Effective Date, HITT and its proper officers and directors shall execute and deliver all such acknowledgments or assurances in law or do all things necessary or proper to acknowledge or confirm such right, title or interest in PCUC as shall be necessary to carry out the purposes of these Articles of Merger, and PCUC and the proper officers and directors thereof are fully authorized to take any and all such action in the name of HITT or otherwise.

8. Conversion of Membership. Forthwith upon the Effective Date, each of the stockholders of HITT and all rights in respect thereof shall become stockholders of PCUC.

9. Book Entries. The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of PCUC in accordance with the following:

a. The assets and liabilities of HITT shall be recorded at the amounts at which they are carried on the books of HITT immediately prior to the Effective Date with appropriate adjustments.

10. Directors. The names of the first directors of PCUC following the Effective Date, who shall be seven (7) in number and who shall hold office from the Effective Date until their successors shall be elected and shall qualify, are as follows:

NEAL P. DUNN
DENIS E. HEALY
JAY C. BEISWARGER
CARLOS E. RAMOS
J. NICOLE EISENBROWN
MICHAEL A. JENKINS
WARREN T. HITT

11. Officers. The names of the first officers of PCUC following the Effective Date, who shall hold office from the Effective Date until their successors shall be elected and shall qualify or until they shall resign or be removed from office, are as follows:

Neal P. Dunn	President
Denis Healy	Secretary

12. Vacancies. If, upon the Effective Date, a vacancy shall exist in the Board of Directors or in any of the offices of PCUC as the same are specified above, such vacancy shall thereafter be filled in the manner provided by law and the Bylaws of PCUC.

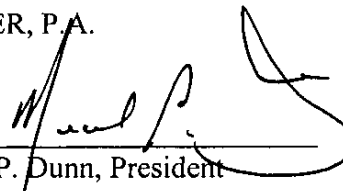
13. Amendment. These Articles of Merger cannot be altered or amended, except pursuant to an instrument in writing signed by all of the parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Articles and Plan of Merger to be executed by the President and Secretary of each of them pursuant to authority given by their respective Boards of Directors.

WARREN T. HITT, M.D., P.A.

By: 
Warren T. Hitt, President

PANAMA CITY UROLOGICAL
CENTER, P.A.

By: 
Neal P. Dunn, President

Attest:

By: 
Warren T. Hitt, Secretary

Attest:

By: 
Denis Healy, Secretary