

600845

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File 2nd
Merger
After
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Restated
Articles
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
MEDICAL ANESTHESIA AND PAIN MANAGEMENT
CONSULTANTS,**

Certificate of Status	0
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Merger

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Medical Anesthesia and Pain Management Consultants, Inc.
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to the following:

Catherine Riley
(Contact Person)

Ropes & Gray LLP
(Firm/Company)

1211 Avenue of the Americas
(Address)

New York, NY 10036
(City/State and Zip Code)

For further information concerning this matter, please call:

Catherine Riley At (212) 841-8818
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ **Certified copy (optional) \$8.75 (Please send an additional copy of your documents 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

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TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
OF**

FM MERGER SUB, INC.,
a Florida corporation

INTO

MEDICAL ANESTHESIA AND PAIN MANAGEMENT CONSULTANTS, INC.,
a Florida corporation

The following articles of merger dated as of June 1, 2015 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 (the "Surviving Corporation"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MEDICAL ANESTHESIA AND PAIN MANAGEMENT CONSULTANTS, INC.	Florida	600845

SECOND: The name and jurisdiction of each merging corporation (the "Merging Corporation"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
FM MERGER SUB, INC.	Florida	P15000022712

THIRD: The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving Corporation on June 1, 2015.

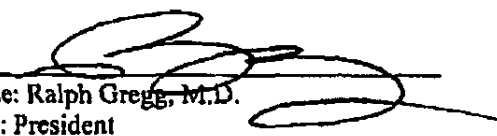
SIXTH: The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on June 1, 2015.

[Signature Page to Follow]

6/1/2015 12:35:00 PM From: To: 8506176380(4/15)

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first set forth above.

**MEDICAL ANESTHESIA AND PAIN
MANAGEMENT CONSULTANTS, INC.,**
a Florida corporation

By: 
Name: Ralph Gregg, M.D.
Title: President

ATTEST:

By: _____
Name: Donald C. Williamson, M.D.
Title: Assistant Secretary

FM MERGER SUB, INC.,
a Florida corporation

By: _____
Name: Kristen Bratberg
Title: President

6/1/2015 12:35:00 PM From: To: 8506176380(5/15)

05/29/2015 11:00

239-343-9628

SURGERY CENTER

PAGE 02/08

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first set forth above.

**MEDICAL ANESTHESIA AND PAIN
MANAGEMENT CONSULTANTS, INC.,**
a Florida corporation

By: _____
Name: Ralph Gregg, M.D.
Title: President

ATTEST:

By: Donald C. Williamson M.D.
Name: Donald C. Williamson, M.D.
Title: Assistant Secretary

FM MERGER SUB, INC.,
a Florida corporation

By: _____
Name: Kristen Bratberg
Title: President

6/1/2015 12:35:00 PM From: To: 8506176380(6/15)

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the date first set forth above.

**MEDICAL ANESTHESIA AND PAIN
MANAGEMENT CONSULTANTS, INC.,**
a Florida corporation

By: _____
Name: Ralph Gregg, M.D.
Title: President

ATTEST:

By: _____
Name: Donald C. Williamson, M.D.
Title: Assistant Secretary

FM MERGER SUB, INC.,
a Florida corporation

By:  _____
Name: Kristen Bratberg
Title: President and CEO

EXHIBIT A

PLAN OF MERGER

This plan of merger (this "Plan") dated as of June 1, 2015 by and between Medical Anesthesia and Pain Management Consultants, Inc., a Florida corporation and FM Merger Sub, Inc., a Florida corporation is submitted in compliance with section 607.1101, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Medical Anesthesia and Pain Management Consultants, Inc.	Florida

SECOND: The name and jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
FM Merger Sub, Inc.	Florida

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

- (a) In accordance with the provisions of the Florida Business Corporation Act, the Merging Corporation shall be merged with and into the Surviving Corporation and thereupon, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue to exist under the name Medical Anesthesia and Pain Management Consultants, Inc., to be governed by the laws of the State of Florida (the "Merger"), and the separate existence of the Surviving Corporation with all its rights, privileges, powers, immunities and franchises, will continue unaffected by the Merger, except as set forth in this Plan. The Merger shall become effective at such time as the Articles of Merger are duly filed with the Florida Department of State (the "Effective Time").
- (b) The articles of incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be amended and restated in its entirety as set forth in Exhibit A attached hereto.
- (c) The directors of the Merging Corporation and the officers of the Merging Corporation at the Effective Time shall, from and after the Effective Time, be the initial directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or

until their earlier death, resignation or removal in accordance with the organizational documents of the Surviving Corporation.

- (d) If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

FOURTH: The manner and basis of converting the shares of the Merging Corporation into shares, obligations, or other securities of the Surviving Corporation and the manner and basis of converting rights to acquire shares of the Merging Corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation are as follows:

Each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into and become one (1) fully paid and non-assessable share of common stock of the Surviving Corporation.

* * *

6/1/2015 12:35:00 PM From: To: 8506176380(9/15)

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

SURVIVING CORPORATION:

**MEDICAL ANESTHESIA AND PAIN
MANAGEMENT CONSULTANTS, INC.,**
a Florida corporation

By: 
Name: Ralph Gregg, M.D.
Title: President

ATTEST:

By: _____
Name: Donald C. Williamson, M.D.
Title: Assistant Secretary

MERGING CORPORATION:

FM MERGER SUB, INC.,
a Florida corporation

By: _____
Name: Kristen Bratberg
Title: President

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

SURVIVING CORPORATION:

**MEDICAL ANESTHESIA AND PAIN
MANAGEMENT CONSULTANTS, INC.,**
a Florida corporation

By: _____
Name: Ralph Gregg, M.D.
Title: President

ATTEST:

By:  _____
Name: Donald C. Williamson, M.D.
Title: Assistant Secretary

MERGING CORPORATION:

FM MERGER SUB, INC.,
a Florida corporation

By: _____
Name: Kristen Bratberg
Title: President

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

SURVIVING CORPORATION:

**MEDICAL ANESTHESIA AND PAIN
MANAGEMENT CONSULTANTS, INC.,**
a Florida corporation


By: _____
Name: Ralph Gregg, M.D.
Title: President

ATTEST:

By: _____
Name: Donald C. Williamson, M.D.
Title: Assistant Secretary

MERGING CORPORATION:

FM MERGER SUB, INC.,
a Florida corporation

By:  _____
Name: Kristen Bratberg
Title: President and CEO

6/1/2015 12:35:00 PM From: To: 8506176380(12/15)

EXHIBIT A

Amended and Restated Articles of Incorporation of the Surviving Corporation

See attached.

**ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MEDICAL ANESTHESIA AND PAIN MANAGEMENT CONSULTANTS, P.A.**

JUNE 1, 2015

THE UNDERSIGNED, Ralph Gregg, M.D., President of **MEDICAL ANESTHESIA AND PAIN MANAGEMENT CONSULTANTS, P.A.**, a Florida professional corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is **MEDICAL ANESTHESIA AND PAIN MANAGEMENT CONSULTANTS, P.A.**

ARTICLE SECOND: The amendments to the Amended and Restated Articles of Incorporation of the Corporation effected by these Articles of Amendment is that **ARTICLE I, ARTICLE II, and ARTICLE III**, of the current Amended and Restated Articles of Incorporation as amended to date, are hereby deleted in their entirety and the below **ARTICLE I, ARTICLE II, and ARTICLE III** are substituted respectively in lieu thereof:

ARTICLE I- NAME OF CORPORATION

The name of this Corporation is **MEDICAL ANESTHESIA AND PAIN MANAGEMENT CONSULTANTS, INC.**

ARTICLE II-ADDRESS

The principal office address of the Corporation is 4048 Evans Avenue, Suite 303, Fort Myers, Florida 39901 and the mailing address of the Corporation is P.O. Box 1180, Fort Myers, Florida 33902-1180.

ARTICLE III- GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be:

A. It is intended that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

B. To invest the funds of this Corporation in real estate, mortgages, stocks, bonds or any other type of investments,

and to own real and personal property necessary for the transaction of such business.

C. To do anything necessary and proper for: the accomplishment or furtherance of any of the purposes or objects of this Corporation enumerated in these Articles of Incorporation, or any amendment thereof; necessary or incidental to the protection and benefit of this Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this Corporation.

ARTICLE THIRD: ARTICLE VIII of the current Amended and Restated Articles of Incorporation of the Corporation is deleted in its entirety.

ARTICLE FOURTH: The amendments to the Amended and Restated Articles of Incorporation of the Corporation reflected in ARTICLE SECOND and ARTICLE THIRD hereof were duly adopted by the Shareholders and the Board of Directors of the Corporation by unanimous written consent, executed June 1, 2015, in accordance with Sections 607.0704 and 607.0821 of the Florida General Corporation Act.

ARTICLE FIFTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

6/1/2015 12:35:00 PM From: To: 8506176380(15/15)

IN WITNESS WHEREOF, the undersigned, Ralph Gregg, M.D., President of the Corporation, has hereunto set his hand as of the date set forth above.


Ralph Gregg, M.D., President