

705005

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

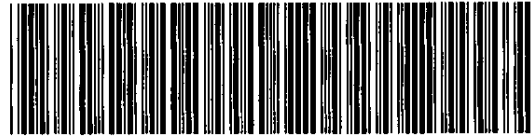
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100163867311

mersew

12/23/09--01001--002 **70.00

RECEIVED
09 DEC 22 PM 2:41
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
09 DEC 22 PM 2:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AdR
12/22/09

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Florida Medical Foundation
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

Jeffery M. Scott
(Contact Person)

Florida Medical Association
(Firm/Company)

123 S. Adams St.
(Address)

Tallahassee FL 32301
(City/State and Zip Code)

For further information concerning this matter, please call:

JEFF SCOTT At (850) 224-6496
(Name of Contact Person) (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

(Not for Profit Corporations)

FILED

09 DEC 22 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-----------------------------------|---------------------|--|
| <u>Florida Medical Foundation</u> | <u>Florida</u> | <u>705005</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---|---------------------|--|
| <u>Florida Medical Association Foundation, Inc.</u> | <u>Florida</u> | <u>No 6 000008406</u> |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

Third: The Plan of Merger is attached.

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

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on May 17, 2009.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
23 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on May 17, 2009. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 23 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) ☐ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

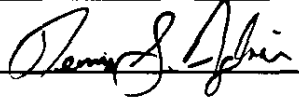
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

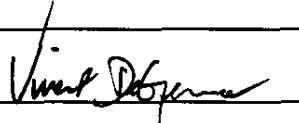
Typed or Printed Name of Individual & Title

Florida Medical Foundation



Dennis S. Agliano, MD / Chairman

Florida Medical Association Foundation, Inc.



Vincent DeGennaro, MD / Chairman

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Florida Medical Foundation

Florida

The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Florida Medical Association Foundation, Inc.

Florida

The terms and conditions of the merger are as follows:

SEE Attached

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

SEE Attached

Other provisions relating to the merger are as follows:

SEE Attached

PLAN OF MERGER OF FLORIDA MEDICAL FOUNDATION AND
FLORIDA MEDICAL ASSOCIATION FOUNDATION, INC.

1. This plan of merger of Florida Medical Foundation and Florida Medical Association Foundation, Inc. is promulgated pursuant to ss. 617.1101-617.1106, Florida Statutes.
2. The Florida Medical Foundation is designated as the surviving corporation with the Florida Medical Association Foundation, Inc. being merged into the surviving corporation.
3. The terms and conditions of the proposed merger are as follows:
 - a. The Florida Medical Foundation, as the surviving corporation, will assume all of the assets, liabilities and obligations of the Florida Medical Association Foundation, Inc.
 - b. The Florida Medical Association Foundation, Inc. will take all steps necessary to transfer its assets to the surviving corporation, notify all interested parties of the merger, and shut down operations.
4. The Florida Medical Foundation, as the surviving corporation, will file changes to its Articles of Incorporation at a later date as doing it in this document has proven too difficult for the Division to process.
5. Effective upon the delivery of the articles of merger to the Department of State, the surviving corporation shall be renamed as the Florida Medical Association Foundation, Inc.
6. The surviving corporation shall amend its bylaws to reflect the changes in this plan of merger at its next scheduled meeting.