

725907

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MERGER OR SHARE EXCHANGE

American Society for Dermatologic Surgery

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American Society for Dermatologic Surgery	Illinois	

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
American Society for Dermatologic Surgery, Inc.	Florida	725907

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

~~XXXXXXXXXXXXXXX~~

(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 _____
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
_____ FOR _____ 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 September 4, 2003. The number of directors in office was 3. The vote for the plan was as follows: 3 FOR 0 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 August 4, 2003. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 600 FOR 6 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****Typed or Printed Name of Individual & Title**American Society for
Dermatologic Surgery

Roy G. Geronemus, M.D., President

American Society for
Dermatologic Surgery, INC

Roy G. Geronemus, M.D., President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is dated September 4, 2003, by and between the American Society for Dermatologic Surgery, Inc., a Florida not-for-profit corporation ("ASDS-Florida"), and the American Society for Dermatologic Surgery, an Illinois not-for-profit corporation ("ASDS-Illinois") (ASDS-Florida and ASDS-Illinois are sometimes referred to herein as the "Constituent Corporations").

WHEREAS, ASDS-Florida is a not-for-profit corporation duly organized and existing under the laws of the State of Florida, and ASDS-Illinois is a corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, the Board of Directors of each of the Constituent Corporations has determined that it is advisable and in its corporation's best interests for ASDS-Florida to be merged with and into ASDS-Illinois, with ASDS-Illinois being the surviving corporation, on the terms and conditions contained herein.

THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

1. Approval of Merger.

(a) The members of ASDS-Florida shall adopt this Agreement in accordance with the Florida Not For Profit Corporation Act.

(b) The Board of Directors of ASDS-Illinois, having no members, shall adopt this Agreement in accordance with the Illinois General Not For Profit Corporation Act of 1986 (the "Illinois Act").

2. Merger. At the Effective Date of the merger, the separate existence of ASDS-Florida shall cease, and ASDS-Florida shall be merged with and into ASDS-Illinois (the "Merger"), which shall continue its corporate existence and be the corporation surviving the Merger. ASDS-Illinois, as it will exist following the Merger, is sometimes hereinafter referred to as the "Surviving Corporation."

3. Effective Date. The Merger shall become effective at the time articles of merger with respect to the Merger are filed with the appropriate authorities in the State of Florida and the State of Illinois. The date and time when the Merger shall become effective is referred to herein as the "Effective Date."

4. Terms of Merger. The terms and conditions of the Merger are as follows:

(a) The name of the Surviving Corporation, following the effectiveness of the Merger, shall be "American Society For Dermatologic Surgery."

(b) The Articles of Incorporation of ASDS-Illinois as in effect on the date of the Merger provided for in this Agreement shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until amended in accordance with the Illinois Act.

(c) The bylaws of ASDS-Illinois as they shall exist on the Effective Date of this Merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended and repealed as therein provided.

(d) From and after the Effective Date, the directors and officers of the Surviving Corporation shall be comprised of the directors and officers of ASDS-Florida immediately prior to the Effective Date, who shall hold office subject to and in accordance with the bylaws of the Surviving Corporation.

(e) Each member of ASDS-Florida in good standing immediately prior to the Effective Date shall be and constitute a member in good standing in the same category of membership, or that most closely equivalent to such category, in the Surviving Corporation.

(f) From and after the Effective Date of the Merger, the Surviving Corporation shall possess all the rights, privileges, immunities, and franchises of a public, as well as of a private nature, of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including all choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger; provided, however, that the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by the Merger.

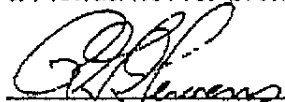
(g) The proper officers and directors of the Constituent Corporations shall execute and deliver all such documents and take all such actions as may be necessary or advisable, or as may be requested by the Surviving Corporation from time to time, in order to vest fully all the property rights of the Constituent Corporations in the Surviving Corporation and otherwise carry out this Agreement.

(h) Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be abandoned by the mutual consent of the Constituent Corporations, evidenced by appropriate resolutions of their respective Board of Directors, at any time prior to the Effective Date of the Merger.

(i) The interpretation and enforcement of this Agreement shall be governed by the laws of the State of Illinois.

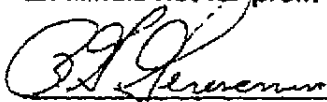
IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed on this 4th day of September, 2003.

AMERICAN SOCIETY FOR DERMATOLOGIC SURGERY, INC.,
a Florida not-for-profit corporation



Roy G. Geronemus, MD, President

AMERICAN SOCIETY FOR DERMATOLOGIC SURGERY,
an Illinois not-for-profit corporation



Roy G. Geronemus, MD, President