

F13000005378

(Requestor's Name)

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APPROVED
AND
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C. LEWIS

APR 2 2014

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 19, 2014

ANDRIA THURMAN / NATIONAL PAIN CARE INC
2550 WINDY HILL RD SUITE 206
MARIETTA, GA 30067 US

SUBJECT: GEORGIA PAIN PHYSICIANS, P.C., P.A.
Ref. Number: F13000005378

We have received your document for GEORGIA PAIN PHYSICIANS, P.C., P.A. and your check(s) totaling \$90.00. 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.

You have to file the annual report for Georgia Pain Physicians, p.c., P.A as well, in order for us to file the merger. Both parties have to file the 2014 annual report.

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

Carolyn Lewis
Regulatory Specialist II

Letter Number: 214A00004513

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Georgia Pain Physicians, P.C.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Andria Thurman
Contact Person

National Pain Care, Inc
Firm/Company

2550 Windy Hill Rd, Ste 200
Address

Marietta, GA 30067
City, State and Zip Code

a.thurman@nationalpaincare.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andria Thurman at (770) 635-3960
Name of Contact Person Area Code Daytime Telephone Number

☒ Certified copy (optional) \$30.00

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

STATE OF FLORIDA
ARTICLES OF MERGER
MERGING
FIRST COAST PAIN MANAGEMENT, LLC
WITH AND INTO
GEORGIA PAIN PHYSICIANS, PC

APPROVED
AND
FILED

14 FEB 27 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and state of formation of the merging entities are:

NAME

STATE OF FORMATION

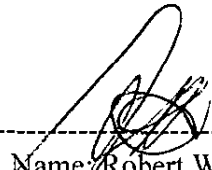
First Coast Pain Management, LLC L 05000059315 Florida

Georgia Pain Physicians, PC F13000005378 Georgia

2. Georgia Pain Physicians, PC will be the surviving entity.
3. The plan of merger has been approved and executed by each of the companies that are merging and is attached as Exhibit A.
4. The plan of merger was adopted by the sole stockholder of First Coast Pain Management, LLC and Georgia Pain Physicians, PC on January 17, 2014.
5. This Article constitutes an undertaking by the entities to publish a notice of filing of these Articles of Merger as required by Section 607.1101, Florida Statutes.


First Coast Pain Management, Inc.

By:


Name: Robert Windsor, MD
Title: Sole Member

Georgia Pain Physicians, PC

By:


Name: Robert Windsor, MD
Title: Sole Stockholder

PLAN OF MERGER

THIS PLAN OF MERGER ("Agreement") is made on January 17, 2014, by and between First Coast Pain Management, LLC ("FCP") and Georgia Pain Physicians, PC ("GPP").

On completion of the merger, FCP will be dissolved, leaving GPP as the surviving business which will be known as Georgia Pain Physicians, PC after the merger is complete. The surviving business will be registered as a foreign corporation domesticated to do business as Georgia Pain Physicians, PC in the State of Florida.

RECITALS

FIRST COAST PAIN MANAGEMENT, LLC

is a Limited Liability Corporation duly organized, validly existing, and in good standing under the laws of Florida.

GEORGIA PAIN PHYSICIANS, PC

is a foreign corporation domesticated to conduct business in the State of Florida.

GEORGIA PAIN PHYSICIANS, PC

is a Professional Company duly organized, validly existing, and in good standing under the laws of Florida.

GEORGIA PAIN PHYSICIANS, PC

will be the surviving business entity, as the term is defined under Florida law, pursuant to this Agreement.

MERGER

Surviving Business Entity

Subject to the terms and conditions of this Agreement, on the Effective date mentioned above, FCP shall be merged with and into the surviving entity GPP, pursuant to the applicable laws of the State of Florida. As a result of the Merger, the separate corporate existence of FCP shall cease and the entity shall continue as the surviving business entity GPP.

Certificate of Merger

GPP shall file a certificate of merger with the Secretary of State, as required by the laws of the State of Florida. The certificate shall be signed and acknowledged by the required members of FCP and GPP. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which GPP holds real property.

TERMS AND CONDITIONS

Negative Covenants

Between the date of this Agreement and the date on which the merger becomes effective, FCP will not:

-Except in the ordinary course of business and for adequate value, dispose of any of its assets.

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALUATION OF ASSETS

Assets of Conversion

(a) At the effective date of the merger, each ownership unit in FCP will be converted into 0 shares of stock of GPP.

MANAGEMENT OF SURVIVING ENTITY

Management and Control

The Directors and Officers of GPP have the sole and exclusive control of the business, subject to any limitations in the Articles and By-laws of GPP.

Directors and Officers

The initial Board of Directors of GPP consist of (1) director.

INTERPRETATION AND ENFORCEMENT

Partial Invalidity

If any term of this Agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the Agreement shall remain in full force and effect.

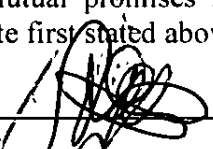
Applicable Law

The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

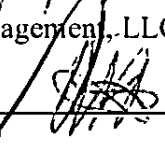
Approvals

The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

In witness of the mutual promises made above, GPP and FCP have executed this Merger Agreement on the date first stated above:



Robert Windsor, MD
First Coast Pain Management, LLC



Robert Windsor, MD
Georgia Pain Physicians, PC, PA