

F97000004732

Requestor's Name

6/4

Address

City/State/Zip Phone #

6684318

Office Use Only

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98 JUN 11 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Lewis Hanan, Dmo into
(Corporation Name) (Document #)
2. Pentegra Dental Group
(Corporation Name) (Document #)
3. Mer
(Corporation Name) (Document #)
4.
(Corporation Name) (Document #)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☒ Walk in ☐ Pick up time ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

800002547708--G
-06/04/98--01055--007
****140.00 *****70.00

800002547708--G
-06/15/98--01001--010
*****52.50 *****52.50

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

00678
X00789, 00591,
00524 00672

Examiner's Initials

Non

6/12/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

LEWIS HANAN, D.M.D., INC. a Florida corporation 601141

INTO

PENTEGRA DENTAL GROUP, INC., a Delaware corporation, F97000004732

File date: June 11, 1998

Corporate Specialist: Annette Hogan



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1998

Florida Filing & Search
3260 W. Baldwin Dr.
Tallahassee, FL

SUBJECT: PENTEGRA DENTAL GROUP, INC.
Ref. Number: F97000004732

We have received your document for PENTEGRA DENTAL GROUP, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

for the certified copy
There is a balance due of \$52.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 598A00031706

** Please retain original
file date.*

RECEIVED
JUN 2 PM 2:24
DIVISION OF CORPORATION

**ARTICLES OF MERGER OF
LEWIS HANAN, D.M.D., INC.
WITH AND INTO
PENTEGRA DENTAL GROUP, INC.**

FILED
98 JUN 11 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 of the Florida Statutes, the undersigned corporations hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Agreement and Plan of Reorganization (the "Plan of Merger") of Lewis Hanan, D.M.D., Inc., a Florida corporation, with and into Pentegra Dental Group, Inc., a Delaware corporation, with Pentegra Dental Group, Inc. being the surviving corporation (the "Merger"), is set forth below:

Exhibit A - Plan of Merger attached

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the shareholders and the directors of each corporation by consent resolutions dated as of the 1st day of June, 1998.

ARTICLE III - EFFECTIVE DATE OF MERGER

The effective date of the Merger shall be as of the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.

DATED this 1st day of June, 1998.

PLAN OF MERGER
Between
Lewis Hanan, D.M.D., Inc.
and
Pentegra Dental Group, Inc.

A. Lewis Hanan, D.M.D., Inc., a Florida corporation, will, effective June 1, 1998 (upon the filing of articles of merger in the appropriate jurisdictions (the "Merger Date")) merge into Pentegra Dental Group, Inc., a Delaware corporation. Pentegra Dental Group, Inc. shall be the surviving corporation. The surviving corporation shall continue to be governed by the laws of the State of Delaware. The post office address of the surviving corporation's registered office in such State is 1209 Orange St., Wilmington, DE 19801, and the name of its registered agent in such State is The Corporation Trust Company.

B. On the Merger Date, the Articles of Incorporation, Bylaws, directors and officers of the surviving corporation will be that of Pentegra Dental Group, Inc.

C. As a result of the merger and without any action on the part of the holder thereof, all shares of common stock of Lewis Hanan, D.M.D., Inc. issued and outstanding on the Merger Date shall cease to be outstanding and shall be canceled and retired and shall cease to exist, and the holders of a certificate representing any such shares of common stock of Lewis Hanan, D.M.D., Inc. shall thereafter cease to have any rights with respect to such shares of common stock, except the right to receive, without interest, a cash sum in the amount of \$938,448 and 180,778 validly issued, fully paid and nonassessable shares of common stock of Pentegra Dental Group, Inc.

D. Each share of common stock of Lewis Hanan, D.M.D., Inc. held in treasury of Lewis Hanan, D.M.D., Inc. on the Merger Date, by virtue of the merger, shall cease to be outstanding and shall be canceled and retired without payment of any consideration therefor and shall cease to exist.

Lewis Hanan, D.M.D., INC.

By:

Lewis Hanan, D.M.D., President

Attest:

Joseph Farris, D.M.D., Secretary

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 15th day of June, 1998 by Lewis Hanan, D.M.D. and Joseph Farris, D.M.D. as President and Secretary respectively of Lewis Hanan, D.M.D., INC. on behalf of the professional association. Said persons did not take an oath and X are personally known to me, _____ produced a driver's license (issued by a state of the United States) within the last five (5) years as identification, or _____ produced other identification, to wit: _____.



WILLIAM MARTIN
Notary Public, State of Florida
My Comm. Exp. Aug. 18, 2001
Comm. No. CC 672411

William Martin
Print Name: WILLIAM MARTIN
Notary Public, State of Florida
Commission No.: _____
My Commission Expires: _____

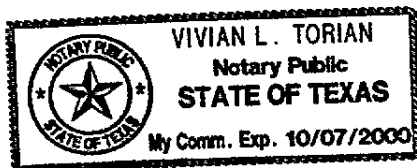
PENTEGRA DENTAL GROUP, INC.

By: Kimberlee K Rozman
Kimberlee K. Rozman, Sr. Vice Pres.

Attest: Kimberlee K Rozman
Kimberlee K. Rozman, Secretary

STATE OF TEXAS
COUNTY OF DALLAS

The foregoing instrument was acknowledged before me this 1st day of June, 1998 by Kimberlee K. Rozman as Sr. Vice President and Secretary of Pentegra Dental Group, Inc., a Delaware corporation, on behalf of the corporation. Said person did not take an oath and is personally known to me.



Vivian L. Torian
Print Name: Vivian L. Torian
Notary Public, State of Texas
Commission No.: _____
My Commission Expires: _____