

# H36131

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

BOCA RATON RADIATION THERAPY REGIONAL CENTER, INC., a Florida corporation, P94000047710

CENTRAL RADIATION THERAPY INSTITUTE, INC., a Florida corporation, V56090

CHARLOTTE COUNTY RADIATION THERAPY REGIONAL CENTER, INC., a Florida corporation, H77714

COLLIER RADIATION THERAPY REGIONAL CENTER, INC., a Florida corporation, P92000009474

CORAL SPRINGS RADIATION THERAPY REGIONAL CENTER, INC., a Florida corporation, P94000047714

ENGLEWOOD RADIATION THERAPY REGIONAL CENTER, INC., a Florida corporation, S96309

HOLLYWOOD RADIATION ASSOCIATES, INC., a Florida corporation, P96000095226

J.S.P. RADIATION THERAPY, INC., a Florida corporation, L35173

M.L.F. RADIATION THERAPY, INC., a Florida corporation, L35175

CONTINUED NEXT PAGE

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

Continued from Page 1:

MEDICAL CENTER RADIATION THERAPY REGIONAL CENTER, INC., a  
Florida corporation, P95000063291

P.T. RADIATION THERAPY, INC., a Florida corporation, L35162

PALM BEACH RADIATION THERAPY REGIONAL CENTER, INC., a Florida  
corporation, P96000066113

PALMETTO RADIATION THERAPY ASSOCIATES, INC., a Florida corporation,  
P96000092338

S.M.A. RADIATION THERAPY, INC., a Florida corporation, L35163

SARASOTA RADIATION THERAPY REGIONAL CENTER, INC., a Florida  
corporation, P94000056663

SOUTHEAST FLORIDA RADIATION THERAPY REGIONAL CENTER, INC., a  
Florida corporation, P93000048237

U.A. RADIATION THERAPY, INC., a Florida corporation, L35168

WEST BOCA RADIATION ASSOCIATES, INC., a Florida corporation,  
P97000016700

INTO

KATIN, DOSORETZ RADIATION THERAPY ASSOCIATES, INC. which changed its  
name to 21ST CENTURY ONCOLOGY, INC., a Florida corporation, H36131.

File date: July 31, 1997

Corporate Specialist: Joy Moon-French



# H36131

ACCOUNT NO. : 072100000032

REFERENCE : 478457 4305486

AUTHORIZATION : *Patricia Piquito*

COST LIMIT : \$ 665.00

ORDER DATE : July 31, 1997

ORDER TIME : 9:06 AM

ORDER NO. : 478457-005

CUSTOMER NO: 4305486

000002253690--8

CUSTOMER: Maria Hinkel, Legal Asst  
Taft Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202

ARTICLES OF MERGER

BOCA RATON RADIATION THERAPY  
REGIONAL CENTER, INC.

INTO

KATIN DOSORETZ RADIATION  
THERAPY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 JUL 31 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*8/1*  
*merger*  
*Name Change*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 31, 1997

CSC  
CARINA  
TALLAHASSEE, FL

SUBJECT: KATIN, DOSORETZ RADIATION THERAPY ASSOCIATES, INC.  
Ref. Number: H36131

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for KATIN, DOSORETZ RADIATION THERAPY ASSOCIATES, INC. and the authorization to debit your account in the amount of \$665.00. However, the document has not been filed and is being returned for the following:

- ✓ (1) The current name of the entity is as referenced above. Please correct your document accordingly.
- ✓ (2) The name you are requesting is unavailable, since it has been previously requested by another individual and the document was returned to the individual for corrections and has not yet been resubmitted.
- ✓ (3) The names of two of the merging corporations are omitted from the signature page (P.T. RADIATION THERAPY, INC. & PALM BEACH RADIATION THERAPY REGIONAL CENTER, INC.) --- someone must sign on behalf of these entities.
- ✓ (4) The incorporator of the above named corporation (the survivor) is Michael A. Kyle, M.D.; the incorporator can not be amended or changed -- please correct Article VI of Exhibit "A" accordingly.

*Chgd*

*got resv. 1tr*

*Added.*

*Chgd*

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French  
Corporate Specialist

Letter Number: 797A00039115



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 24, 1997

CAPITAL CONNECTIONS

The name 21ST CENTURY ONCOLOGY, INC. has been reserved for 120 days beginning June 24, 1997. The reservation number is R97000003084 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 498-9000, the Name Availability Section

Ruth Leonard

Letter number: 297A00033367

**FILED**

97 JUL 31 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
OF**

**BOCA RATON RADIATION THERAPY REGIONAL CENTER, INC.  
CENTRAL RADIATION THERAPY INSTITUTE, INC.  
CHARLOTTE COUNTY RADIATION THERAPY REGIONAL CENTER, INC.  
COLLIER RADIATION THERAPY REGIONAL CENTER, INC.  
CORAL SPRINGS RADIATION THERAPY REGIONAL CENTER, INC.  
ENGLEWOOD RADIATION THERAPY REGIONAL CENTER, INC.  
HOLLYWOOD RADIATION ASSOCIATES, INC.  
J.S.P. RADIATION THERAPY, INC.  
M.L.F. RADIATION THERAPY, INC.  
MEDICAL CENTER RADIATION THERAPY REGIONAL CENTER, INC.  
P. T. RADIATION THERAPY, INC.  
PALM BEACH RADIATION THERAPY REGIONAL CENTER, INC.  
PALMETTO RADIATION THERAPY ASSOCIATES, INC.  
S.M.A. RADIATION THERAPY, INC.  
SARASOTA RADIATION THERAPY REGIONAL CENTER, INC.  
SOUTHEAST FLORIDA RADIATION THERAPY REGIONAL CENTER, INC.  
U.A. RADIATION THERAPY, INC.  
WEST BOCA RADIATION ASSOCIATES, INC.  
(hereinafter collectively referred to as the "Corporations")**

**AND**

**KATIN, DOSORETZ RADIATION THERAPY ASSOCIATES, INC.  
(hereinafter referred to as "Katin Dosoretz")**

**To the Secretary of State  
State of Florida**

**Pursuant to Section 607.1105 of the Florida Business Corporation Act, the domestic corporations herein named do hereby adopt the following Articles of Merger:**

- 1. Attached hereto is the Plan of Merger for merging the Corporations with and into Katin Dosoretz as approved and adopted on July 28, 1997 by the Board of Directors of Radiation Therapy Regional Centers, Inc., the sole shareholder of the Corporations and Katin Dosoretz.**
- 2. The effective time and date of the merger herein shall be 5:00 p.m. as of July 31, 1997.**
- 3. Katin Dosoretz will continue its existence as the surviving corporation under the name 21st Century Oncology, Inc. pursuant to the provisions of the Florida Business Corporation Act.**


4. Shareholder approval was not required for this merger, pursuant to Section 607.1104 of the Florida Business Corporation Act, as Radiation Therapy Regional Centers, Inc. is the sole shareholder of the Corporations and Katin Dosoretz.

Dated: July 28, 1997.

KATIN, DOSORETZ RADIATION THERAPY ASSOCIATES, INC.

By:   
Name: Daniel E. Dosoretz, M.D.  
Title: President

P.T. RADIATION THERAPY, INC.  
BOCA RATON RADIATION THERAPY REGIONAL CENTER, INC.  
CENTRAL RADIATION THERAPY INSTITUTE, INC.  
CHARLOTTE COUNTY RADIATION THERAPY REGIONAL CENTER, INC.  
COLLIER RADIATION THERAPY REGIONAL CENTER, INC.  
CORAL SPRINGS RADIATION THERAPY REGIONAL CENTER, INC.  
ENGLEWOOD RADIATION THERAPY REGIONAL CENTER, INC.  
HOLLYWOOD RADIATION ASSOCIATES, INC.  
J.S.P. RADIATION THERAPY, INC.  
M.L.F. RADIATION THERAPY, INC.  
MEDICAL CENTER RADIATION THERAPY REGIONAL CENTER, INC.  
PALMETTO RADIATION THERAPY ASSOCIATES, INC.  
S.M.A. RADIATION THERAPY, INC.  
SARASOTA RADIATION THERAPY REGIONAL CENTER, INC.  
SOUTHEAST FLORIDA RADIATION THERAPY REGIONAL CENTER, INC.  
U.A. RADIATION THERAPY, INC.  
WEST BOCA RADIATION ASSOCIATES, INC.  
PALM BEACH RADIATION THERAPY REGIONAL CENTER, INC.

By:   
Name: Daniel E. Dosoretz, M.D.  
Title: President (of all of the Corporations)

## **PLAN OF MERGER**

**OF**

**BOCA RATON RADIATION THERAPY REGIONAL CENTER, INC.  
CENTRAL RADIATION THERAPY INSTITUTE, INC.  
CHARLOTTE COUNTY RADIATION THERAPY REGIONAL CENTER, INC.  
COLLIER RADIATION THERAPY REGIONAL CENTER, INC.  
CORAL SPRINGS RADIATION THERAPY REGIONAL CENTER, INC.  
ENGLEWOOD RADIATION THERAPY REGIONAL CENTER, INC.  
HOLLYWOOD RADIATION ASSOCIATES, INC.  
J.S.P. RADIATION THERAPY, INC.  
M.L.F. RADIATION THERAPY, INC.  
MEDICAL CENTER RADIATION THERAPY REGIONAL CENTER, INC.  
P. T. RADIATION THERAPY, INC.  
PALM BEACH RADIATION THERAPY REGIONAL CENTER, INC.  
PALMETTO RADIATION THERAPY ASSOCIATES, INC.  
S.M.A. RADIATION THERAPY, INC.  
SARASOTA RADIATION THERAPY REGIONAL CENTER, INC.  
SOUTHEAST FLORIDA RADIATION THERAPY REGIONAL CENTER, INC.  
U.A. RADIATION THERAPY, INC.  
WEST BOCA RADIATION ASSOCIATES, INC.  
(hereinafter collectively referred to as the "Corporations")**

**AND**

**KATIN, DOSORETZ RADIATION THERAPY ASSOCIATES, INC.  
(hereinafter referred to as "Katin Dosoretz")**

- 1. The Corporations shall be merged with and into Katin Dosoretz as of the date this Plan of Merger is adopted.**
- 2. Katin Dosoretz will continue its existence as the surviving corporation under the name 21st Century Oncology, Inc. (the "Survivor"), pursuant to the provisions of the Florida Business Corporation Act.**
- 3. The Articles of Incorporation attached hereto as Exhibit A shall be the Articles of Incorporation of Survivor and said Articles of Incorporation shall continue in full force and effect until further amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.**
- 4. The bylaws attached hereto as Exhibit B shall become the bylaws of Survivor (the "Bylaws") and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.**
- 5. The directors and officers in office of Katin Dosoretz at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of Survivor, all of whom shall hold their respective offices until the election and qualification**



of their successors or until their tenure is otherwise terminated in accordance with the Bylaws.

6. For purposes of this merger, the issued shares of Survivor shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of Survivor.

7. The shares of the Corporations shall be retired, and new shares of Survivor shall not be issued, as Radiation Therapy Regional Centers, Inc. is the sole shareholder of the Corporations and Katin Dosoretz and will be the sole shareholder of Survivor after the merger.

8. The Board of Directors and the proper officers of the Corporations, Katin Dosoretz and Survivor, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

Exhibit A

## ARTICLES OF INCORPORATION

### OF

## 21ST CENTURY ONCOLOGY, INC.

#### I. NAME OF CORPORATION

The name of this Corporation shall be 21ST CENTURY ONCOLOGY, INC. The principal mailing address of the Corporation is 1850 Boyscout Drive, Suite A102, Fort Myers, Florida 33907.

#### II. PURPOSES

The purposes for which the Corporation is formed are to engage in any lawful act or activity for which Corporations may be formed under Florida General Corporation Law, Title XXXVI, Chapter 607, or any successor thereto.

#### III. CAPITAL STOCK

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock at \$1.00 per share par value.

B. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

#### IV. DURATION

The Corporation shall have perpetual existence.

#### **V. REGISTERED AGENT**

The address of the Corporation's registered office is 1850 Boyscout Drive, Suite A102, Fort Myers, Florida 33907 and its registered agent at said address is G. David Schiering.

#### **VI. INCORPORATOR**

The name and address of the Incorporator is as follows:

Michael A. Kyle, M.D.  
3680 Broadway  
Fort Myers, Florida 33901

#### **VII. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### **VIII. INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **IX. INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **X. BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida, governing a general business corporation.

21ST.ART

Exh. b.7 B

BYLAWS  
OF  
21ST CENTURY ONCOLOGY, INC.

ARTICLE I

SHAREHOLDERS' MEETINGS

Section 1. Place. All meetings of shareholders shall be held either at the principal office of the Corporation or at any other place within or without the State of Florida, designated by the Board of Directors.

Section 2. Annual Meetings. The annual meetings of the shareholders shall be held in the afternoon on the third Tuesday in January of each year if not a legal holiday, and if a legal holiday, then at the same time on the next succeeding day not a legal holiday. In the event that such annual meeting is omitted by oversight or otherwise on the date herein provided for, the directors shall cause a meeting in lieu thereof to be held as soon thereafter as is convenient, and any business transacted or elections held at such meeting shall be as valid as if transacted or held at the annual meeting.

Section 3. Special Meetings. Special meetings of the shareholders of this Corporation shall be called by the Secretary, pursuant to a resolution of the Board of Directors, or upon the written request of two directors, or by shareholders representing 25% of the shares issued and entitled to vote. Calls for special meetings shall specify the time, place and object or objects thereof, and no business other than that specified in the call therefor shall be considered at any such meetings.

Section 4. Notice of Meetings. A written or printed notice of the annual or any special meeting of the shareholders, stating the time and place, and in case of special meetings, the objects thereof, shall be given to each shareholder entitled to vote at such meeting appearing on the books of the Corporation, by mailing same to his address as the same appears on the records of the Corporation or of its Transfer Agent, or Agents, not less than seven (7) days or more than sixty days before the date of the meeting; provided, however, that no failure or irregularity of notice of any annual meeting shall invalidate the same or any proceeding thereat.

All notices with respect to any shares to which persons are jointly entitled may be given to that one of such persons who is named first upon the books of the Corporation and notice so given shall be sufficient notice to all the holders of such shares.

Section 5. Quorum. A majority in number of the shares authorized, issued and outstanding, represented by the holders of record thereof, in person or by proxy, shall be requisite to constitute a quorum at any meeting of shareholders, but less than such majority may adjourn the meeting of shareholders from time to time and at such adjourned meeting any business may be transacted which might have been transacted if the meeting had been as originally called.

Section 6. Proxies. Any shareholder entitled to vote at a meeting of shareholders may be represented and vote thereat by proxy appointed by an instrument in writing, subscribed by each shareholder, or by his duly authorized attorney, and submitted to the Secretary at or before such meeting.

Section 7. Action of Shareholders Without Meeting. Any action which may be authorized or taken at a meeting of the shareholders of the Corporation may be authorized without a meeting by a unanimous written consent of such shareholders pursuant to Section 607.0704 of the Florida Statutes.

## ARTICLE II DIRECTORS

Section 1. Election, Number and Term. The election of directors shall take place at the annual meeting of shareholders, or at a special meeting called for that purpose. The number of directors shall be set at three (3) members except that where all shares of the Corporation are owned of record by one or two shareholders the number of directors may be less than three but not less than the number of Shareholders. Such number may be increased to not less than the minimum number permitted by law. Directors shall hold office until the next annual meeting of the shareholders and until their successors are elected.

Section 2. Vacancies in the Board. A resignation from the Board of Directors shall be deemed to take effect upon its receipt by the Secretary, unless some other time is specified therein. In case of any vacancy in the Board of Directors, through death, resignation, disqualification, or other cause deemed sufficient by the Board, the remaining directors, though less than a majority of the whole board, by affirmative vote of a majority of the whole board, by affirmative vote of a majority of those present at any duly convened meeting may, except as hereinafter provided, elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election and qualification of a successor.

Section 3. Action of Directors Without Meeting. Any action which may be authorized or taken at a meeting of the directors of the Corporation may be authorized without a meeting by the unanimous written consent of such directors pursuant to Section 607.0821, Florida Statutes.

### ARTICLE III OFFICERS

Section 1. Officers. The officers of this Corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may elect, who may or may not be directors.

Section 2. Election and Term. All officers shall be elected by the Board of Directors and shall hold office at the will of the Board of Directors. Except as otherwise provided by law, any person may hold more than one office, provided the duties thereof can be consistently performed by the same person.

Section 3. President. The President shall be the chief executive officer of the Corporation. He shall perform all the duties commonly incident to his office and shall perform such other duties as the Board of Directors shall designate. When present, he shall preside at all meetings of the shareholders and directors. The President, unless some other person is specifically authorized by vote of the Board of Directors, shall sign all certificates of shares, bonds, notes, deeds, mortgages, extension agreements, modification of mortgages agreements, property transfer documents, and leases, and shall generally have the supervision and control of the Corporation's affairs.

Section 4. Secretary. The Secretary shall keep accurate minutes of all meetings of the shareholders and directors, and shall perform all the duties commonly incident to his office, and shall perform such other duties and have such other powers as the Board of Directors may designate. The Secretary shall have power, together with the President, to sign certificates of shares of the Corporation.

Section 5. Treasurer. The Treasurer, subject to the order of the Board of Directors, shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation, and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to this office. He shall deposit all funds of the Corporation in such bank or banks, trust company or trust companies, or with such

firm or firms doing a banking business, as the Directors shall designate. The Treasurer shall have power, together with the President, to sign Certificates of Shares of the Corporation.

#### ARTICLE IV INDEMNIFICATION

Each person who is or was a director, officer or employee of the Corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the Corporation to the full extent permitted by the Law of the State of Florida against any liability, cost or expense incurred by him in his capacity as such a director, officer or employee, or arising out of his status as such a director, officer or employee (including serving at the request of the Corporation as a director, trustee, officer, employee or agent of another corporation). The Corporation may, but shall not be obligated to maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. For the purposes of this Article IV, references to "the Corporation" include all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.

#### ARTICLE V SHARES

Section 1. Certificates. Certificates evidencing the ownership of shares of the Corporation shall be issued to those entitled to them by transfer or otherwise. Each Certificate for Shares shall bear a distinguishing number, the signature of the President and of the Secretary and such recitals as may be required by law. The Certificates for Shares shall be of such tenor and design as the Board of Directors from time to time may adopt.

Section 2. Transfers. (a) The shares may be transferred on the proper books of the Corporation by the registered holders thereof, or by their attorneys legally constituted, or their legal representatives by surrender of the certificate therefore for cancellation and a written assignment of the shares evidenced thereby. The Board of Directors may, from time to time, appoint such Transfer Agents or Registrars of Shares as it may deem advisable, and may define their powers and duties.

(b) All endorsements, assignments, transfers, share powers or other instruments of transfer of securities standing in the name of the Corporation shall be executed for and in the name of the Corporation by any two of the following officers, to-wit: the President and the Treasurer or Secretary; or by any person or persons thereunto authorized by the Board of Directors.



Section 3. Lost Certificates. The Board of Directors may order a new certificate or certificates of shares to be issued in place of any certificate or certificates alleged to have been lost or destroyed upon such terms as the Board of Directors may prescribe.

Section 4. Closing of Transfer Books. The transfer books of the Corporation may be closed by order of the Board of Directors for a period not exceeding forty (40) days prior to any meeting of the shareholders. In lieu of closing the transfer books, the Board of Directors may fix a day not more than forty (40) days prior to the day of holding any meeting of Shareholders as the day as of which Shareholders entitled to notice of and to vote at such meeting shall be determined; and only shareholders of record on such day shall be entitled to notice of or to vote at such meeting.

ARTICLE VI  
SEAL

The Corporation shall have no seal unless and until the Board of Directors adopts a seal in such form as the Board may designate or approve.

ARTICLE VII  
AMENDMENTS

The Bylaws of the Corporation may be amended, added to, or repealed by vote of the holders of a majority of the issued and outstanding voting shares of this Corporation, at any meeting of the shareholders.