

Division of Corporations

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# K17537

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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(((H13000287005 3)))



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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## MERGER OR SHARE EXCHANGE

### THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	16
Estimated Charge	\$78.75

Name change  
Submitted on 12/30.

Please make sure

amendment is filed prior to  
filing merger  
Help

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Corporate Filing Menu

1-8-14

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The Joseph L. Riley Anesthesia Associates, Inc.  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
(Contact Person)

\_\_\_\_\_  
(Firm/Company)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

\_\_\_\_\_  
(Name of Contact Person) At (\_\_\_\_\_) \_\_\_\_\_  
Number) (Area Code & Daytime Telephone

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your documents 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

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**ARTICLES OF MERGER**

**OF**

**STAR MERGER SUB II, INC.,**  
a Florida corporation

**INTO**

**THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.,**  
a Florida corporation

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation (the "Surviving Corporation"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.	Florida	K17537

**SECOND:** The name and jurisdiction of each merging corporation (the "Merging Corporation"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
STAR MERGER SUB II, INC.	Florida	P13000095604

**THIRD:** The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

**FOURTH:** The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the Surviving Corporation on December 31, 2013.

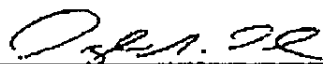
**SIXTH:** The Plan of Merger was adopted by the sole shareholder of the Merging Corporation on December 31, 2013.

[Signature Page to Follow]

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Executed on this 31<sup>st</sup> day of December, 2013.

THE JOSEPH L. RILEY ANESTHESIA  
ASSOCIATES, P.A., INC.,  
*a Florida professional corporation*

By:   
Name: Douglas A. Olin, M.D.  
Title: President

ATTEST:

By: \_\_\_\_\_  
Name: Thomas J. Arcario, M.D.  
Title: Secretary

STAR MERGER SUB II, INC.,  
*a Florida corporation*

By: \_\_\_\_\_  
Name: Kristen Bratberg  
Title: President

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Executed on this 31<sup>st</sup> day of December, 2013.

**THE JOSEPH L. RILEY ANESTHESIA  
ASSOCIATES, P.A., INC.,**  
*a Florida professional corporation*

By: \_\_\_\_\_  
Name: Douglas A. Olin, M.D.  
Title: President

*ATTEST:*

By: Thomas J. Arcario  
Name: Thomas J. Arcario, M.D.  
Title: Secretary

**STAR MERGER SUB II, INC.,**  
*a Florida corporation*

By: \_\_\_\_\_  
Name: Kristen Bratberg  
Title: President

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Executed on this 31<sup>st</sup> day of December, 2013.

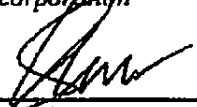
**THE JOSEPH L. RILEY ANESTHESIA  
ASSOCIATES, INC.,**  
*a Florida corporation*

By: \_\_\_\_\_  
Name: Douglas A. Olin, M.D.  
Title: President

**ATTEST:**

By: \_\_\_\_\_  
Name: Thomas J. Arcario, M.D.  
Title: Secretary

**STAR MERGER SUB II, INC.,**  
*a Florida corporation*

By:  \_\_\_\_\_  
Name: Kristen Bratberg  
Title: President

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**EXHIBIT A****PLAN OF MERGER**

The following plan of merger (this "Plan") is submitted in compliance with section 607.1101, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Joseph L. Riley Anesthesia Associates, Inc.	Florida

**SECOND:** The name and jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Star Merger Sub II, Inc.	Florida

**THIRD:** The terms and conditions of the merger are as follows:

- (a) In accordance with the provisions of the Florida Business Corporation Act, the Merging Corporation shall be merged with and into the Surviving Corporation and thereupon, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall continue to exist under the name The Joseph L. Riley Anesthesia Associates, Inc. to be governed by the laws of the State of Florida (the "Merger"), and the separate existence of the Surviving Corporation with all its rights, privileges, powers, immunities and franchises, will continue unaffected by the Merger, except as set forth in this Plan. The Merger shall become effective at such time as the Articles of Merger are duly filed with the Florida Department of State (the "Effective Time").
- (b) The articles of incorporation of the Surviving Corporation as in effect immediately prior to the Effective Time shall be amended and restated in its entirety as set forth in Exhibit A attached hereto.
- (c) The directors of the Merging Corporation and the officers of the Merging Corporation at the Effective Time shall, from and after the Effective Time, be the initial directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified or until their earlier death, resignation or removal in accordance with the organizational documents of the Surviving Corporation.

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- (d) If, at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Corporation or the Merging Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Corporation, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Corporation to carry out the provisions of this Plan.

**FOURTH:** The manner and basis of converting the shares of the Merging Corporation into shares, obligations, or other securities of the Surviving Corporation and the manner and basis of converting rights to acquire shares of the Merging Corporation into rights to acquire shares, obligations, or other securities of the Surviving Corporation are as follows:

Each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time will, by virtue of the Merger, and without any action on the part of the holder thereof, be converted into and become one (1) fully paid and non-assessable share of common stock of the Surviving Corporation.

\* \* \*

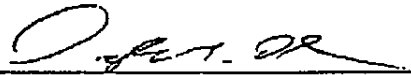


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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

**SURVIVING CORPORATION:**

**THE JOSEPH L. RILEY ANESTHESIA  
ASSOCIATES, P.A. INC.,**  
*a Florida professional corporation*

By:   
Name: Douglas A. Olin, M.D.  
Title: President

**ATTEST:**

By: \_\_\_\_\_  
Name: Thomas J. Arcario, M.D.  
Title: Secretary

**MERGING CORPORATION:**

**STAR MERGER SUB II, INC.**  
*a Florida corporation*

By: \_\_\_\_\_  
Name: Kristen Bratberg  
Title: President

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

**SURVIVING CORPORATION:**

**THE JOSEPH L. RILEY ANESTHESIA  
ASSOCIATES, P.A. INC.,**  
*a Florida professional corporation*

By: \_\_\_\_\_  
Name: Douglas A. Olin, M.D.  
Title: President

**ATTEST:**

By: Thomas J. Arcario  
Name: Thomas J. Arcario, M.D.  
Title: Secretary

**MERGING CORPORATION:**

**STAR MERGER SUB II, INC.**  
*a Florida corporation*

By: \_\_\_\_\_  
Name: Kristen Bratberg  
Title: President

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IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first set forth above.

**SURVIVING CORPORATION:**

**THE JOSEPH L. RILEY ANESTHESIA  
ASSOCIATES, P.A.**  
*a Florida professional corporation*

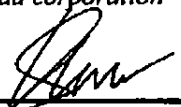
By: \_\_\_\_\_  
Name: Douglas A. Olin, M.D.  
Title: President

**ATTEST:**

By: \_\_\_\_\_  
Name: Thomas J. Arcario, M.D.  
Title: Secretary

**MERGING CORPORATION:**

**STAR MERGER SUB II, INC.**  
*a Florida corporation*

By:  \_\_\_\_\_  
Name: Kristen Bratberg  
Title: President

12/31/2013 10:44:50 From: To: 8506176380

(12/21 )

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**EXHIBIT A**

**Amended and Restated Articles of Incorporation of the Surviving Corporation**

*See attached.*

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.

THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC. (the "Corporation"), a corporation organized and existing under Chapter 607, Florida Statutes (the "Florida Statutes"), DOES HEREBY CERTIFY THAT:

1. The name of the Corporation is THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on March 3, 1988.

2. Pursuant to Chapter 607 of Florida Statutes, this Amended and Restated Articles of Incorporation amends and restates the provisions of the Articles of Incorporation of the Corporation in their entirety.

3. The Board of Directors of the Corporation duly adopted resolutions setting forth the proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof and recommended that such amendment and restatement of the Articles of Incorporation of the Corporation be adopted by the shareholders of the Corporation.

4. The proposed amendment and restatement of the Articles of Incorporation of the Corporation in the form hereof has been duly adopted by the shareholders of the Corporation in accordance with Chapter 607 of the Florida Statutes.

5. The text of the Articles of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

FIRST: The name of the Corporation is THE JOSEPH L. RILEY ANESTHESIA ASSOCIATES, INC.

SECOND: The registered office of the Corporation in the State of Florida is located at 1201 Hays Street, Tallahassee, 32301. The name of its registered agent at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under Chapter 607, Florida Statutes.

FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is 100 shares of Common Stock, \$1.00 par value per share. Each share of Common Stock shall be entitled to one vote.

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FIFTH: The name and mailing address of the original incorporator is: James L. Riley, M.D., 291 Southhall Lane, Suite 201, Maitland, Florida 32751.

SIXTH: Except as otherwise provided in the provisions establishing a class of stock, the number of authorized shares of any class or series of stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the corporation entitled to vote.

SEVENTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The size of the Board of Directors shall be determined as set forth in the by-laws of the Corporation, as in effect from time to time (the "By-laws"). The election of directors need not be by written ballot unless the By-laws shall so require.

EIGHTH: In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal from time to time the By-laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal by-laws made by the Board of Directors.

NINTH: A director of the Corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the Florida Statutes as in effect at the time such liability is determined. No amendment or repeal of this paragraph NINTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TENTH: (a) The Corporation shall, to the maximum extent permitted from time to time under applicable law, indemnify any person who is or was a party or is threatened to be made a party to any threatened, pending or completed action, suit, proceeding or claim, whether civil, criminal, administrative or investigative, (i) by reason of the fact that such person is or was a director or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans or (ii) in such person's capacity as an officer, employee or agent of the Corporation or in such person's capacity as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, that such person is or was serving at the request of the Corporation (each such person described in the foregoing clauses (i) and (ii), a "Covered Person"), against expenses (including attorney's fees and expenses), judgments, fines, penalties and amounts paid in settlement incurred (and not otherwise recovered) in connection with the investigation, preparation to defend or defense of such action, suit, proceeding or claim; provided, however, that the

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foregoing shall not require the Corporation to indemnify any person in connection with any action, suit, proceeding, claim or counterclaim initiated by or on behalf of such person other than an action authorized by the Board of Directors. Such indemnification shall not be exclusive of other indemnification rights arising under any by-law, agreement, vote of directors or stockholders or otherwise and shall inure to the benefit of the heirs and legal representatives of such person. Any person seeking indemnification under this paragraph TENTH shall be deemed to have met the standard of conduct required for such indemnification unless the contrary shall be established. Any repeal or modification of the foregoing provisions of this paragraph TENTH shall not adversely affect any right or protection of a Covered Person with respect to any acts or omissions of such Covered Person occurring prior to such repeal or modification.

(b) The Corporation shall pay on a current and as-incurred basis expenses incurred by any Covered Person in defending or otherwise participating in any action, suit, proceeding or claim in advance of the final disposition of such action, suit, proceeding or claim, including appeals, upon presentation of (i) an unsecured written undertaking to repay such amounts if it is ultimately determined that the person is not entitled to indemnification hereunder and (ii) adequate documentation reflecting such expenses.

(c) It is the intent that with respect to all advancement and indemnification obligations under this paragraph TENTH, the Corporation shall be the primary source of advancement, reimbursement and indemnification relative to any direct or indirect shareholder of the Corporation (or any affiliate of such shareholder, other than the Corporation or any of its direct or indirect subsidiaries). The Corporation shall have no right to seek contribution, indemnity or other reimbursement for any of its obligations under this paragraph TENTH from any such direct or indirect shareholder of the Corporation (or any affiliate of such shareholder, other than the Corporation or any of its direct or indirect subsidiaries).

(d) The Corporation shall have the power to purchase and maintain, at its expense, insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise, against any expense, liability or loss asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such expense, liability or loss under the Florida Statutes or the terms of these Articles of Incorporation.


ELEVENTH: The books of the Corporation may (subject to any statutory requirements) be kept outside the State of Florida as may be designated by the Board of Directors or in the by-laws of the Corporation.

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IN WITNESS WHEREOF, the Corporation has caused these Second Amended and Restated Articles of Incorporation to be signed by Kristen Bratberg, its President, who hereby acknowledges under penalties of perjury that the facts herein stated are true and that this certificate is his act and deed, this 31st day of December, 2013.

THE JOSEPH L. RILEY ANESTHESIA  
ASSOCIATES, INC.

By:   
Name: Kristen Bratberg  
Title: President

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