

K96762

ARTICLES OF MERGER
Merger Sheet

MERGING:

GCFP ACQUISITION SUBSIDIARY, P.A., a Florida corporation, P97000044805

INTO

WEST FLORIDA FAMILY PRACTICE, P.A., a Florida corporation, K96762

File date: May 20, 1997

Corporate Specialist: Darlene Connell



K96762

ACCOUNT NO. : 072100000032
REFERENCE : 398073 1299A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : May 20, 1997
ORDER TIME : 10:21 AM
ORDER NO. : 398073-025
CUSTOMER NO: 1299A

CUSTOMER: Ms. Lisa Watson
Clark Partington Hart Larry
Suite 800
125 West Romana Street
Pensacola, FL 32591-3010

300002185163--6
-05/20/97--01059--004
****122.50 ****122.50

ARTICLES OF MERGER

GULF COAST ACQUISITION
SUBSIDIARY, P.A.

INTO

WEST FLORIDA FAMILY PRACTICE,
P.A.

FILE FOURTH

FILED
97MAY 20 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: DS

Merger 5/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

5-20-97

~~May 21 1997~~

CSC - DEBORAH SCHRODER

TALLAHASSEE, FL

SUBJECT: WEST FLORIDA FAMILY PRACTICE, P.A.
Ref. Number: K96762

RESUBMIT
Please give original
submission date as file date

We have received your document for WEST FLORIDA FAMILY PRACTICE, P.A. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct the name of the merging corporation throughout the document. Our records reflect the name being GCFP ACQUISITION SUBSIDIARY, P.A.

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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 397A00027656

27 MAY 22 11 01 AM
CORPORATIONS DIVISION

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, these Articles of Merger are entered into and adopted by and between GCFP ACQUISITION SUBSIDIARY, P.A. (hereinafter "GCFP Sub"), a Florida professional association, and WEST FLORIDA FAMILY PRACTICE, P.A., (hereinafter "West Florida"), a Florida professional association, for the purpose of merging them into one of such professional associations.

1. The undersigned professional associations, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving professional association is WEST FLORIDA FAMILY PRACTICE, P.A.

3. The Plan of Merger of the undersigned professional associations was adopted pursuant to Sections 607.1101 and 607.1103 of the Florida Statutes.

4. The Plan of Merger is effective upon the filing of these Articles with the Secretary of State of the State of Florida.

5. The Plan of Merger was adopted on the 16th day of May, 1997, by unanimous action of the Shareholders and the Board of Directors of GCFP Sub.

6. The Plan of Merger was adopted on the 16th day of May, by unanimous action of the Shareholders and the Board of Directors of West Florida.

7. The Plan of Merger calls for an exchange of the issued shares as follows: Fifty (50) shares of voting common stock of Gulf Coast Physician Partners, P.A. (the parent corporation of GCFP

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TALLAHASSEE FLORIDA

Sub) will be issued for each share of West Florida. The shares of GCFP Sub shall convert into an equal number of shares of West Florida. At the time of the exchange of the stock, all of the assets of the merging professional association and properties of whatsoever nature shall be conveyed by the merging professional association to the surviving professional association, and the surviving professional association shall assume all liabilities and obligations of whatsoever nature of the merging professional association.

Each holder of certificates for shares of common stock in the merging professional associations shall surrender them for exchange and conversion in accordance with the Plan of Merger adopted by the parties.

DATED on the dates set forth below, effective the 20th day of May, 1997.

GCFP ACQUISITION SUBSIDIARY, P.A.

By: *William W. Belk*
President
William W. Belk
[Print/Type Name]

WEST FLORIDA FAMILY PRACTICE, P.A.

By: *Bruce Young*
President
Bruce Young
[Print/Type Name]

PLAN OF MERGER

THIS PLAN OF MERGER made and entered into this 15th day of May, 1997, between GCFP ACQUISITION SUBSIDIARY, P.A. ("GCFP Sub"), a Florida professional association, and WEST FLORIDA FAMILY PRACTICE, P.A. ("WFFP" or "Surviving Corporation"), a Florida professional association.

WHEREAS, the Directors and Shareholders of GCFP Sub and WFFP believe that it is in the best interest of each corporation that GCFP Sub be merged into WFFP; and

WHEREAS, the parties intend that the merger qualify as a tax-free reorganization under Section 368(a)(1)(A) and Section 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the premises and undertakings as hereinafter contained, the parties do hereby covenant and agree as follows:

1. **Merger.** Subject to the terms and conditions of this Agreement, GCFP Sub shall merge with and into WFFP at the Effective Time (as hereinafter defined), with WFFP being the surviving corporation (the "Merger").
2. **Effective Time.** The effective time of the Merger shall be the date upon which the Articles of Merger regarding such Merger are filed by GCFP Sub and WFFP with the Florida Secretary of State (the "Effective Time").
3. **Terms and Conditions of the Merger.**
 - a. **General.** At the Effective Time, the separate legal existence of GCFP Sub shall cease and be merged into WFFP pursuant to Section 607.1101 of the Florida Business Corporation Act ("FBCA") and WFFP shall succeed to all of the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed, of GCFP Sub without the necessity for any separate transfer. The

Merger shall have the effect set forth in FBCA Section 607.1106. The issued and outstanding shares of stock of WFFP shall be converted into shares of common voting stock of Gulf Coast Physician Partners, P.A., a Florida Professional Association, and the parent of GCFP Sub ("GCPP"), at the Effective Time and the shares of stock of GCFP Sub shall convert into shares of common voting stock of WFFP (the Surviving Corporation), both as provided in Section 4 hereof. After the Effective Time, Surviving Corporation may take any action in the name and on behalf of either WFFP or GCFP Sub in order to carry out and effectuate the Merger.

b. Articles of Incorporation. The Articles of Incorporation of WFFP in effect at and as of the Effective Date, will remain the Articles of Incorporation of the surviving corporation, WFFP, after the Effective Date, without any modification or amendment pursuant to the Merger other than to authorize the issuance of stock of WFFP to a professional corporation duly authorized to practice medicine in Florida.

c. Bylaws. The bylaws of WFFP shall be amended and restated at and as of the Effective Time to read as did the bylaws of the Surviving Corporation immediately prior to the Effective Time.

4. Conversion of Shares. The manner and basis of converting the shares of stock of WFFP and GCFP Sub shall be as follows:

a. At and as of the Effective Time, each outstanding share of common stock, \$1 par value, of GCFP Sub shall be converted into one share of common stock, \$1 par value per share, of Surviving Corporation, which shall be fully paid and nonassessable.

b. At and as of the Effective Time, each outstanding share of WFFP stock ("WFFP Shares") shall be converted into the right to receive 50 shares (the "Conversion Ratio") of stock ("GCPP Stock") of Gulf Coast Physicians Partners, P.A., which will result in the issuance of a total of 5,000 shares of GCPP Stock ("GCPP Shares") to all the stockholders of WFFP. Provided, however, that the number of GCPP Shares and, consequently, the Conversion Ratio, shall be subject to equitable adjustment in the event of any stock split, stock dividend, reverse stock split, or other change in the number of WFFP Shares outstanding. No WFFP Shares shall be deemed to be outstanding or to have any rights other than those set forth above in this section after the Effective Time.

5. Approval by Stockholders. This Plan of Merger shall be submitted for the approval of the stockholders of the constituent professional associations in the manner provided by the applicable laws of the State of Florida at meeting to be held at such time as to which the boards of directors of the constituent professional associations may agree.

6. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, and sealed with their corporate seals, pursuant to the authorization of their respective boards of directors on the dates set forth below.

GCFP ACQUISITION SUBSIDIARY, P.A.

By: *William W. Belk*
Its: William W. Belk
President

[CORPORATE SEAL]

WEST FLORIDA FAMILY PRACTICE, P.A.

By: *Bruce Young*
Its: Bruce Young
President

[CORPORATE SEAL]

The undersigned duly authorized officer and representative of Gulf Coast Physician Partners, P.A. ("GCPP"), executes this plan of merger to confirm that the merger and the share exchange described herein was approved by unanimous vote of the shareholders and directors of GCPP on May 16, 1997.

GULF COAST PHYSICIAN PARTNERS, P.A.

By: *William W. Belk*
Its: William W. Belk
President

[CORPORATE SEAL]