

L00000016116

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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RECEIVED
DEPARTMENT OF STATE
OFFICE OF SECRETARY
2014 MAY -8 PM 3:55
FILED
2014 MAY -8 PM 4:24
SUFFICIENCY OF FILING
TO ADOPT
FULL RESOLUTION
REVISION
10-10-14

*00789, 00167, 03570, 00625 /12/14
*00789, 03570, 07015, 00524
00121



May 8, 2014

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 9134079 SO
Customer Reference 1: 081598.0101
Customer Reference 2:

Dear Department of State, Florida :

Please obtain the following:

Personalized Physician Care, LLC (FL)
Merger (Survivor)
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092 . Thank you very much for your help.

Sincerely,

Connie R Bryan
Senior Fulfillment Specialist
Connie.Bryan@wolterskluwer.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 9, 2014

CT Corporation System

Tallahassee, FL 32301

SUBJECT: PERSONALIZED PHYSICIAN CARE, LLC
Ref. Number: L00000016116

RE-SUBMIT

Please retain original filing
date of submission 5/5/14

We have received your document for PERSONALIZED PHYSICIAN CARE, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

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.

Tulay Darstek MD, P.L. needs to file their 2014 annual report.

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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 314A00009984

RECEIVED
DEPARTMENT OF STATE
14 MAY 12 PM 1:38



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 13, 2014

CT Corporation System

Tallahassee, FL 32301

SUBJECT: PERSONALIZED PHYSICIAN CARE, LLC
Ref. Number: L00000016116

We have received your document for PERSONALIZED PHYSICIAN CARE, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

You can correct the existing document by changing the statute numbers to 605.1025.

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

Annette Ramsey
Regulatory Specialist II

Letter Number: 114A00010206

RE-SUBMIT

Please retain original filing
date of submission 5/8

FILED

ARTICLES (CERTIFICATE) OF MERGER

2014 MAY -8 PM 4: 24

The following Articles (Certificate) of merger (referred hereafter as the "Articles of Merger") are being submitted in accordance with Section 605.1025 of the Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tulay Darstek MD, P.L. 11181 Health Park Blvd. Suite 2260 Naples, Florida 34110	Florida	Professional Limited Liability Company

Florida Document/Registration Number: L11000095278
FEI Number: 26-4123211

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PERSONALIZED PHYSICIAN CARE, LLC 1865 Veterans Park Drive Suite 202 Naples, Florida 34109	Florida	Limited Liability Company

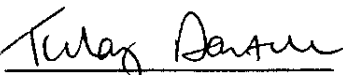
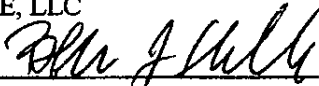
Florida Document/Registration Number: L00000016116
FEI Number 59-3689214

THIRD: The attached Plan of Merger meets the requirements of Section 605.1022 of the Florida Statutes, and was approved in accordance with Section 605.1023 by written consent on the 9th day of April, 2014. The Plan of Merger was executed on April 10, 2014 by the Manager of the Merging Limited Liability Company and by the Manager of the Surviving Limited Liability Company.

FOURTH: The attached Plan of Merger was approved by the Merging Limited Liability Company and the Surviving Limited Liability Company who are parties to the merger in accordance with Chapters 605 of the Florida Statutes.

FIFTH: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Division of Corporations.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature and Name of Authorized Representative</u>	<u>Title or Position</u>
Tulay Darstek, MD, P.L.	 Tulay Darstek, M.D.	Manager
PERSONALIZED PHYSICIAN CARE, LLC	 Britton Holland	Manager

PLAN OF MERGER AND REORGANIZATION

The following Plan of Merger and Reorganization (the "Plan") is being submitted in accordance with Section 605.1022 of the Florida Statutes. In addition the Plan is in accordance with Sections 361 and 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The exact name and jurisdiction of the merging party (the "Merging Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Tulay Darstek MD, P.L. 11181 Health Park Blvd. Suite 2260 Naples, Florida 34110	Florida	Professional Limited Liability Company

Florida Document/Registration Number: L11000095278
FEI Number: 26-4123211

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PERSONALIZED PHYSICIAN CARE, LLC 1865 Veterans Park Drive Suite 202 Naples, Florida 34109	Florida	Limited Liability Company

Florida Document/Registration Number: L00000016116
FEI Number: 59-3689214

THIRD: Terms, Conditions and Statements in compliance with Chapter 605 of the Florida Statutes and Sections 361 and 368(a)(1)(F) of the Code.


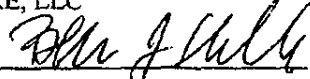

A. The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Division of Corporations, (the "Effective Date").

B. The Merging Limited Liability Company and the Surviving Limited Liability Company shall be a single entity known as PERSONALIZED PHYSICIAN CARE, LLC.

C. The Merging Limited Liability Company shall cease to exist following the Effective Date of the merger.

D. The Merging Limited Liability Company and the Surviving Limited Liability Company shall be treated the same for federal income tax purposes and therefore the Surviving Limited Liability Company shall use the same tax identification number as the Merging Limited Liability Company.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature and Name of Authorized Representative</u>	<u>Title or Position</u>
Tulay Darstek, MD, P.L.	 Tulay Darstek, M.D.	Manager
PERSONALIZED PHYSICIAN CARE, LLC	 Britton Holland	Manager
		

E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Limited Liability Company is to be preserved in the reorganization and within the Surviving Limited Liability Company.

F. The Surviving Limited Liability Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Limited Liability Company; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Limited Liability Company, shall be vested in the Surviving Limited Liability Company without further act or deed.

G. The Surviving Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Limited Liability Company; and all existing or pending claims, actions or proceedings by or against the Merging Limited Liability Company may be prosecuted to judgment as if the merger had not taken place, or the Surviving Limited Liability Company may be substituted in the place of the Merging Limited Liability Company, and neither the rights of creditors nor any liens upon the property of the Merging Limited Liability Company shall be impaired by the merger.

H. With respect to each entity, the aggregate amount of net assets of the Merging Limited Liability Company that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Limited Liability Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Limited Liability Company.

I. The cost or other basis of all property transferred incident to the Plan shall be the cost and basis as held by the Merging Limited Liability Company.

FOURTH: Conversion of Ownership Interests.

The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are intended to comply with Sections 361 and 368(a)(1)(F) of the code and specifically is as follows:

A. The ownership of the Surviving Limited Liability Company following the merger shall be as set forth on Exhibit A. At and after the Effective Date, all of the previously issued and outstanding interests in the Merging Limited Liability Company that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled. No money or distributions or other dispositions shall be received or given under this Plan.

B. The Merging Limited Liability Company and the Surviving Limited Liability Company hereby acknowledge that the transfer of ownership interest are to be treated as if the Surviving Limited Liability Company received the assets and liabilities of the Merging Limited Liability Company in exchange for its membership interests in a non-recognition event under Section 1032(a) of the Code.

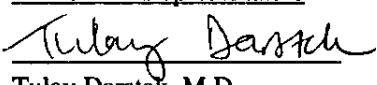

C. In addition, the Merging Limited Liability Company and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interest in the Surviving Limited Liability Company the Merging Limited Liability Company shall thereafter issue the membership interests of the Surviving Limited Liability Company to its owners in exchange for the owner's membership interests in the Merging Limited Liability Company in a non-recognition event under Section 354(a)(1) of the code.

FIFTH: The name and address of the manager of the Surviving Limited Liability Company is as follows:

PERSONALIZED PHYSICIAN CARE, LLC
1865 Veterans Park Drive
Suite 202
Naples, Florida 34109

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, I declare that I consent to the above Plan of Merger and Reorganization of the Merging Limited Liability Company and Surviving Limited Liability Company and that I have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As an Officer of the Merging Limited Liability Company and Manager of the Surviving Limited Liability Company, I further declare that I am authorized to execute this Plan and statement on its behalf.

<u>Name of Entity</u>	<u>Signature and Name of Authorized Representative</u>	<u>Title or Position</u>
Tulay Darstek, MD, P.L.	 Tulay Darstek, M.D.	Manager
PERSONALIZED PHYSICIAN CARE, LLC	 Britton Holland	Manager

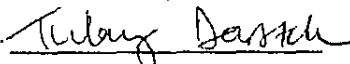
C. In addition, the Merging Limited Liability Company and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interest in the Surviving Limited Liability Company the Merging Limited Liability Company shall thereafter issue the membership interests of the Surviving Limited Liability Company to its owners in exchange for the owner's membership interests in the Merging Limited Liability Company in a non-recognition event under Section 354(a)(1) of the code.

FIFTH: The name and address of the manager of the Surviving Limited Liability Company is as follows:


PERSONALIZED PHYSICIAN CARE, LLC
1865 Veterans Park Drive
Suite 202
Naples, Florida 34109

SIXTH: SIGNATURE(S) FOR EACH PARTY:

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<u>Name of Entity</u>	<u>Signature and Name of Authorized Representative</u>	<u>Title or Position</u>
Tulay Darstek, MD, P.L.	 Tulay Darstek, M.D.	Manager

PERSONALIZED PHYSICIAN CARE, LLC

 Britton Holland	Manager
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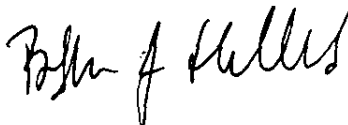


EXHIBIT A

MEMBERS

<u>Member/Address</u>	<u>Sharing Ratio</u>
Tulay Darstek	60.00%
Britton Holland	3.00%
Ryan West	5.00%
Kristine Wilson	2.000%
Consumer Health Investment Partners, LLC	30.00%