

LD1000019525

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

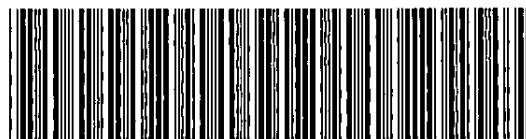
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JUN 7 - 2012

EXAMINER



600235674356

05/14/12--01041--010 \*\*60.00

06/07/12--01024--011 \*\*15.00

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12 MAY 14 PM 1:39  
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ALACHUA COUNTY, FLORIDA

# Bryant Miller Olive

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June 5, 2012

Florida Division of Corporations  
Registration Section  
Attention: Gina  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

VIA UPS Delivery

Re: Newport Professional Center, LLC

Dear Gina:

Thank you for speaking with me regarding the merger documents for the above-referenced LLC. Attached are Articles of Merger merging Newport of Florida, Inc. into Newport Professional Center, LLC. In addition, enclosed is this firm's check number: 3404 in the amount of \$15, representing payment of additional filing fee due.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me (813) 222-1727 direct.

Sincerely,



Beverly M. Hartin, CP  
Paralegal to Samuel P. Queirolo

Enclosures

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Newport of Florida, Inc.	Florida	For-profit Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Newport Professional Center, LLC	Florida	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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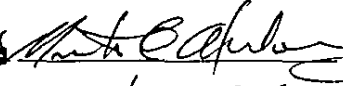
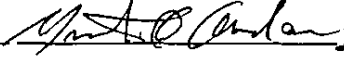
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Newport Professional Center, LLC		MICHAEL O. ABDONEY
Newport of Florida, Inc.		MICHAEL O. ABDONEY

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Newport of Florida, Inc.</u>	<u>Florida</u>	<u>For-profit Corporation</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Newport Professional Center, LLC</u>	<u>Florida</u>	<u>LLC</u>

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

The Constituent Entities hereby agree that the Merging Entity shall be merged  
with and into the Surviving Entity, and the Merging Entity and the Surviving  
Entity shall be a single entity. The Surviving Entity shall be the Entity continuing  
after the merger, and the separate existence of the Merging Entity shall cease  
on the effective date of this Plan of Merger.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

The mode of carrying the merger into effect shall be to permit the owners of the  
Surviving Entity to continue their ownership thereof, and for the ownership of the  
Merging Entity to be considered to have been cancelled for purposes of state  
law ownership so as to avoid inconvenience and any retitling.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*