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MERGER OR SHARE EXCHANGE

TREASURE COAST INJURY WELLNESS CENTRE, P.L.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

GRIFFIN CHIROPRACTIC, INC. a Florida entity P01000039482

into

TREASURE COAST INJURY AND WELLNESS CENTRE, P.L., a Florida entity
L02000024258

File date: September 19, 2002

Corporate Specialist: Lee Rivers

**ARTICLES OF MERGER OF GRIFFIN CHIROPRACTIC, INC.
WITH AND INTO
TREASURE COAST INJURY AND WELLNESS CENTRE, P.L.**

Pursuant to the provisions of Section 607.1108 of the Florida Statutes, the undersigned entities hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

P01-39482
L02-24258

The Plan of Merger of Griffin Chiropractic, Inc., a Florida corporation ("Griffin"), with and into Treasure Coast Injury and Wellness Centre, P.L., a Florida professional limited liability company established as a corporation for federal tax purposes (the "LLC"), with the LLC being the surviving entity, is set forth below:

1. Griffin shall merge with and into the LLC, with the LLC as the surviving entity.

2. Upon the consummation of the merger of Griffin with and into the LLC, the separate existence of Griffin shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger. The LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Griffin, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with Griffin, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Griffin, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Griffin, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against Griffin or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for Griffin.

3. The manner and basis of converting the shares of Griffin into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of \$1.00 par value common stock of Griffin, issued and outstanding shall be converted into a one percent

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(1%) membership interest of the LLC. The total consideration that the shareholders of Griffin shall receive for the one hundred (100) shares of outstanding \$1.00 par value common stock of Griffin shall be one hundred percent (100%) of all membership interest of the LLC.

4. The Managing Member of the LLC shall be Shannon A. Griffin, whose business address is 118 South U.S. Highway One, Vero Beach, Florida 32962.

5. The Articles of Organization of the LLC in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of the LLC.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by Griffin in accordance with Section 607.1108(5), Florida Statutes, and by the LLC in accordance with Section 608.4381, Florida Statutes. The Members of the LLC have waived their rights to receive prior written notice of the Plan of Merger by written consents dated as of the 16 day of September, 2002.

ARTICLE III - EFFECTIVE DATE

The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

DATED this 16 day of September, 2002.

GRIFFIN CHIROPRACTIC, INC.

By: [Signature]
Shannon A. Griffin, President

TREASURE COAST INJURY AND WELLNESS
CENTRE, P.L.

By: [Signature]
Shannon A. Griffin, Managing Member

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**PLAN OF MERGER OF GRIFFIN CHIROPRACTIC, INC.
WITH AND INTO
TREASURE COAST INJURY AND WELLNESS CENTRE, P.L.**

1. Griffin Chiropractic, Inc., a Florida corporation ("Griffin"), shall merge with and into Treasure Coast Injury and Wellness Centre, P.L., a Florida professional limited liability company ("the LLC"), with the LLC being the surviving entity.

2. Upon the consummation of the merger of Griffin with and into the LLC, the separate existence of Griffin shall cease. The LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the LLC shall not be affected by the merger and upon the merger, the LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of Griffin, prior to the merger as provided in Section 607.11101 of the Florida Statutes. Further, as provided in Section 607.11101 of the Florida Statutes, all rights of creditors and any person or persons dealing with Griffin, shall be preserved and remain unimpaired by the merger, all liens upon the properties of Griffin, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of Griffin, shall henceforth attach to the LLC and may be enforced against the LLC to the same extent as if such obligations and duties had been incurred by the LLC. Additionally, any existing claim or action or proceeding pending by or against Griffin or the LLC may be continued as if the merger did not occur or the LLC may be substituted in such proceedings for Griffin.

3. The manner and basis of converting the shares of Griffin into ownership of the LLC are as follows:

a. At the effective date of the merger, all ownership and economic interests of the LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

b. At the effective date of the merger, each share of \$1.00 par value common stock of Griffin, issued and outstanding shall be converted into a one percent (1%) membership interest of the LLC. The total consideration that the shareholders of Griffin shall receive for the one hundred (100) shares of outstanding \$1.00 par value common stock of Griffin shall be one hundred percent (100%) of all membership interest of the LLC.

4. The Managing Member of the LLC shall be Shannon A. Griffin, whose business address is 118 South U.S. Highway One, Vero Beach, Florida 32962.

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5. The Articles of Organization of Affinity in effect at the time of the merger shall remain unchanged as a result of the merger and shall continue as the Articles of Organization of the LLC.

6. The effective date of the merger shall be the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

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