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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ MAIL

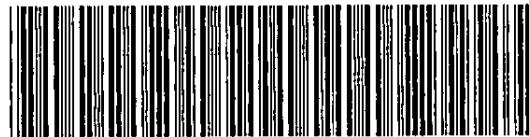
(Business Entity Name)

(Document Number)

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T. CLINE

JUN - 7 2012

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** BELLE B. ALMOJERA, M.D., L.L.C.  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

BELLE B. ALMOJERA, M.D.

Contact Person

BELLE B. ALMOJERA, M.D., L.L.C.

Firm/Company

5601 TIMUQUANA RD

Address

JACKSONVILLE, FL 32210

City, State and Zip Code

bellealmojera@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dr. Beverly A. Mossman

Name of Contact Person

at ( 904 )

771-5910

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
Timuquana Medical Clinic, LLC	Duval County, FL	L.L.C.
L04-21105		

**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>
Belle B. Almojera, M.D., L.L.C.	Duval County, FL	L.L.C.
L04-26380		

**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:

The effective date shall be the filing date. \_\_\_\_\_

**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:

Surviving party is incorporated under the laws of Florida.

\_\_\_\_\_

\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Surviving party is incorporated under the laws of Florida.

Please use address listed on Cover Letter Sheet.

Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

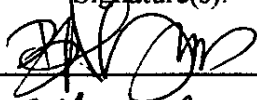
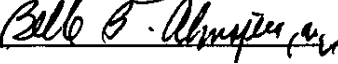
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Belle B. Almojera, M.D., L.L.C.		Dr. Beverly A. Mossman
Timuquana Medical Clinic, LLC		Dr. Belle B. Almojera

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## 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>
Belle B. Almojera, M.D. L.L.C.	Duval County, FL	L.L.C.
Timuquana Medical Clinic, LLC	Duval County, FL	L.L.C.

**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>
Belle B. Almojera, M.D., L.L.C.	Duval County, FL	L.L.C.

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

Please see attached "Agreement and 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:

Please see attached "Agreement and Plan of Merger."

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

Please see attached "Agreement and Plan of Merger."

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*(Attach additional sheet if necessary)*

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

Please see attached "Agreement and Plan of Merger."

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

Please see attached "Agreement and Plan of Merger."

*(Attach additional sheet if necessary)*

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## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into by and between BELLE B. ALMOJERA, M.D., L.L.C., a limited liability company (the "Parent"), and TIMUQUANA MEDICAL CLINIC, L.L.C., a limited liability company (the "Subsidiary"), as of June 05, 2012.

In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

### 1. The Merger.

1.1 Surviving Entity. Upon the time of filing (the "Effective Time") of a Certificate of Merger with the Secretary of State of the State of Florida:

- (a) the Subsidiary shall be merged with and into the Parent (the "Merger") in accordance with Title XXXVI 608.438 of the State of Florida.
- (b) the Parent shall be the surviving company of the Merger (hereinafter sometimes called the "Surviving LLC"),
- (c) the identity, existence, rights, privileges, powers, franchises, properties and assets of the Parent shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC, and
- (d) the identity and separate existence of the Subsidiary shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Subsidiary shall be vested in the Surviving LLC.

1.2 Operating Agreement, Members, Manager and Officers. From and after the Effective Time until amended as provided by law, the Operating Agreement of the Parent shall be the Operating Agreement of the Surviving LLC, and the manager[s] and any officers of the Parent in office immediately prior to the Effective Time shall become the manager[s] and officers of the Surviving LLC as of the Effective Time.

1.3 Membership Interest Conversion. At the Effective Time each membership interest in the Subsidiary outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Subsidiary or the Parent, be canceled; and all of the membership interests in the Parent outstanding prior to the Merger shall remain outstanding membership interests in the Surviving LLC following the Merger.

1.4 Abandonment. Pursuant to 608.4381 (7), unless the limited liability company's articles of organization or operating agreement or the plan of merger provide otherwise, notwithstanding the prior approval of the plan of merger by any limited liability company that is a party to the merger in which management is not reserved to its members, and at any time prior to the filing of articles of merger with the Department of State, the planned merger may be abandoned, subject to any contractual rights, by any such limited liability

company by the affirmative vote of a majority of its managers without further action by its members, in accordance with the procedure set forth in the plan of merger or, if none is set forth, in the manner determined by the managers of such limited liability company.

1.5 Fair Value. The Subsidiary has been appraised and the estimated fair market value of the Subsidiary has been exchanged for consideration of this Merger. The Parent has paid, in full satisfaction, on June 01, 2012 the fair value amount of the Subsidiary, in anticipation of this Merger.

1.6 Employees. From and after the Effective Time until amended as provided by law, all employees of the Subsidiary may continue to serve as employees of the Parent LLC.

## 2. General

2.1 Condition to the Merger. The Merger shall have been duly authorized by both the Parent and the Subsidiary prior to the filing of the Certificate of Merger with the Secretary of State of the State of Florida effecting the Merger.

2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time, whether before or after adoption and approval of this Agreement, by the consent of either the management of the Parent or the management of the Subsidiary. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party, nor its respective officers, managers, or members, shall have any liability hereunder.

2.3 Counterparts. This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

## 3. Effect of Merger

3.1 Real Estate. The title to all real estate and other property, or any interest therein, owned by the Subsidiary and other business entity that is a party to the merger is vested in the surviving entity without reversion or impairment by reason of this chapter.

3.2 The surviving entity shall thereafter be responsible and liable for all the liabilities and obligations of each limited liability company and other business entity that is a party to the merger, including liabilities arising out of the appraisal rights under Title XXXVI, 608.4351 – 608.43595 with respect to such merger under applicable law.


3.3 Any claim existing or action or proceeding pending by or against any limited liability company or other business entity that is a party to the merger may be continued as if the merger did not occur or the surviving entity may be substituted in the proceeding for the limited liability company or other business entity which ceased existence.

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3.4 Neither the rights of creditors nor any liens upon the property of any limited liability company or other business entity shall be impaired by such merger.

3.5 If a limited liability company is the surviving entity, the articles of organization and the operating agreement of such limited liability company in effect immediately prior to the time the merger becomes effective shall be the articles of organization and the operating agreement of the surviving entity, except as amended or restated to the extent provided in the plan of merger.

3.6 The partnership and membership interests, shares, obligations, or other securities and other interests, and the rights to acquire such shares, obligations, or other securities and other interests, of each limited liability company and other business entity that is a party to the merger shall be converted into partnership and membership interests, shares, obligations, or other securities and other interests, or rights to such securities, obligations, or other interests, of the surviving entity or, in whole or in part, into cash or other property as provided in the plan of merger, and the former members of each limited liability company merging into another business entity shall be entitled only to the rights provided in the plan of merger and to their appraisal rights, if any, under Title XXXVI 608.4351 – 608.43595 other applicable Florida law.

By:   
DR. BEVERLY A. MOSSMAN  
BELLE B. ALMOJERA M.D., L.L.C.

Dated: June 5, 2012

By:   
DR. BELLE B. ALMOJERA  
TIMUQUANA MEDICAL CLINIC, L.L.C.

Dated: 6-5-12

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