

L05000001276

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200242953292

12/26/12--01026--002 **50.00

EFFECTIVE DATE

1-1-13

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 26 PM 3:30

Merger

JAN - 2 2013

T. BROWN

LEFKOWITZ, SHAW & SENTNER

ATTORNEYS AND COUNSELORS AT LAW

IVAN M. LEFKOWITZ*
THOMAS C. SHAW**
KEVIN A. SENTNER**

430 NORTH MILLS AVENUE, SUITE 4
ORLANDO, FLORIDA 32803

TELEPHONE (407) 425-1974
FACSIMILE (407) 425-1981
WEBSITE: ORLANDOLAW.ORG

* BOARD CERTIFIED IN TAXATION AND
MASTER OF LAWS IN ESTATE PLANNING
** BOARD CERTIFIED IN WILLS, TRUSTS, ESTATES

December 21, 2012

PERSONAL AND CONFIDENTIAL

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

Re: Hunt Club Medical, P.L.C./Gordon

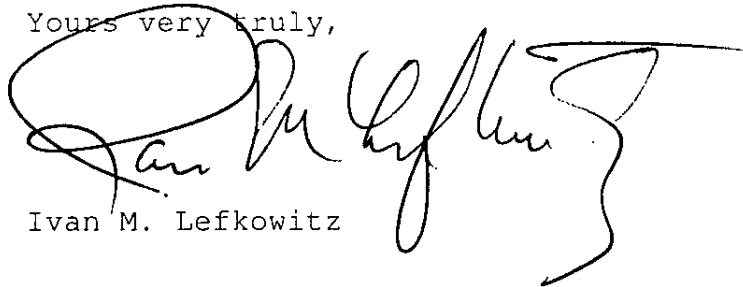
Dear Sir or Madam:

Enclosed herewith please find the Certificate of Merger in connection with the above referenced business.

Also enclosed is a check in the amount of \$50.00 made payable to "Florida Department of State."

If you have any question, please feel free to give me a call.

Yours very truly,

A handwritten signature in black ink, appearing to read "Ivan M. Lefkowitz", written over a large, loopy circular flourish.

Ivan M. Lefkowitz

IML:ac
Enclosures
cc: Mr. Michael Gordon

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 DEC 26 PM 3:30

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

EFFECTIVE DATE
1-1-13

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>
Hunt Club Medical, PLC	FL	LLC
Michael D. Gordon, M.D., P.L.C.	FL	LLC

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>
Hunt Club Medical, PLC	FL	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:

Effective January 1, 2013 _____.

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:

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: _____

Mailing address: _____

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:
Hunt Club Medical, PLC		Michael D. Gordon, M.D.
Michael D. Gordon, M.D., P.L.C.		Michael D. Gordon, M.D.

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
--	---------

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>
Hunt Club Medical, PLC	FL	LLC
Michael D. Gordon, M.D., P.L.C.	FL	LLC

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>
Hunt Club Medical, PLC	FL	LLC

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

Michael D. Gordon, M.D., P.L.C. shall merge into Hunt Club Medical, PLC,
which shall receive all assets of, and assume all liabilities of Michael D. Gordon,
M.D., P.L.C., effective as of January 1, 2013.

(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:

Since the entities are each solely owned by Dr. Michael D. Gordon, no additional equity interests of Hunt Club Medical, PLC will be distributed to the sole member of both entities.

(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:

N/A

(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:

N/A

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)