

LD60000014347

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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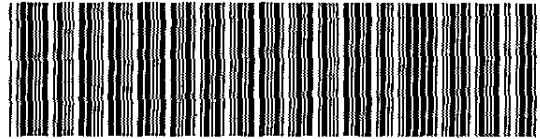
(Business Entity Name)

(Document Number)

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03/09/06--01054--003 **90.00

Marg
Lued (working)

FF \$60.00
Cc 30.00



James R. Nici
Juris Doctorate in Law
Master of Laws in Taxation
Board Certified in Wills, Trusts and Estates
jnici@coxnici.com

Suite 110
1185 Immokalee Road
Naples, Florida 34110
239.254.0706 Telephone
239.254.0709 Facsimile
www.coxnici.com

March 3, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SENT VIA CERTIFIED MAIL, RETURN RECEIPT REQUESTED
7005 1820 0001 0775 4957

Re: *Advanced Medical Center, LLC*
Our File No. 3834.5

~~20060307477012~~
~~03/09/06 01:05 205 110.00~~

LTS/aut

Dear Sir/Madam:

Enclosed are the Articles of Merger along with a copy of the approved Plan of Merger for the above-referenced entities, together with check # 7486 in the amount of \$90, representing your filing fee.

Please acknowledge receipt of the enclosed documents by stamping the duplicate copy of this cover letter and returning it to me in the envelope provided. If there is any further action required to please contact me.

Please feel free to contact me if you have any questions.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'J. R. Nici'.
James R. Nici

JRN/sas
Enclosures
cc: Advanced Medical Center, LLC

Joel



Suite 110
1185 Immokalee Road
Naples, FL 34110
(239) 254-0706
(239) 254-0709 fax
www.coxnici.com

TO: Division of Corporations
Brenda

Company: Department of State

Phone #:

Fax #: 850-245-6030

Re: Advanced Medical Center, Inc

FROM: Joel Swarley

Date:

3/20/06

of Pages:

62

(Including Cover Sheet)

Comments: Please find the attached articles and plan of merger for Advanced Medical Center, Inc. Sorry for the inconvenience. Thank you very much - Joel Swarley

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ARTICLES OF MERGER

The following Articles (Certificate) of Merger (referred hereafter as the "Articles of Merger") are being submitted in accordance with Section 607.1109 and 608.4382 of the Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ADVANCED MEDICAL CENTER, INC. 2171 Pine Ridge Rd. Naples, Florida 34109	Florida	Corporation

Florida Document/Registration Number: K20747
FEI Number: 65-0043540

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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>
ADVANCED MEDICAL CENTER, LLC 2171 Pine Ridge Rd. Naples, Florida 34119	Florida	Limited Liability Company

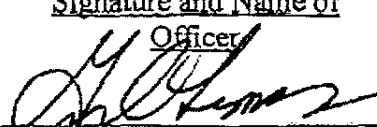

Florida Document/Registration Number: L06000014347
FEI Number: 65-0043540

THIRD: The attached Plan of Merger meets the requirements of Section 607.1108 and 608.4382 of the Florida Statutes, and was approved in accordance with Section 607.1103 and Section 608.4381 by written consent on the 8th day of February, 2006. The Plan was executed under the authority of the Board of Directors on February 8th, 2006 by the President of the Merging Corporation and by the Manager of the Surviving Limited Liability Company.

FOURTH: The attached Plan of Merger was approved by the Merging Corporation and the Surviving Limited Liability Company who are parties to the merger in accordance Chapters 607 and 608 of the Florida Statutes.

FIFTH: The merger shall become effective upon filing with the Florida Division of Corporations.

SIXTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
ADVANCED MEDICAL CENTER, INC.	 Gregory E. Leach, M.D.	President
ADVANCED MEDICAL CENTER, LLC	 Gregory E. Leach, M.D.	Manager

PLAN OF MERGER AND REORGANIZATION

The following Plan of Merger and Reorganization (the "Plan") is being submitted in accordance with Section 607.1108 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, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Corporation") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ADVANCED MEDICAL CENTER, INC. 2171 Pine Ridge Rd. Naples, Florida 34109	Florida	Corporation

Florida Document/Registration Number: K20747
FEI Number: 65-0043540

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>
ADVANCED MEDICAL CENTER, LLC 2171 Pine Ridge Rd. Naples, Florida 34109	Florida	Limited Liability Company

Florida Document/Registration Number: L06000014347
FEI Number: 65-0043540

THIRD: Terms, Conditions and Statements in compliance with Chapter 607 and 608 of the Florida Statutes and Sections 361 and 368(a)(1)(F) of the Code.

A. The effective date of the merger is to take place upon filing with the State of Florida (the "Effective Date").

B. The Merging Corporation and the Surviving Limited Liability Company shall be a single entity known as ADVANCED MEDICAL CENTER, LLC.

C. The Merging Corporation shall cease to exist following the Effective Date of the merger.

D. The Merging Corporation 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 Corporation.

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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 Corporation is to be preserved in the reorganization and within the Surviving Limited Liability Company.

F. The purpose of the merger, in part, is to protect the business assets from the owner's creditors and to allow for the continued management structure in that there is a higher protection against the creditors of the owners afforded under state law in a limited liability company structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of the business.

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

H. The Surviving Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Corporation; and all existing or pending claims, actions or proceedings by or against the Merging Corporation 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 Corporation, and neither the rights of creditors nor any liens upon the property of the Merging Corporation shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of net assets of the Merging Corporation 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.

J. The cost or other basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Corporation.

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 Section 368(a)(1)(F) of the Code and specifically is as follows:

A. All of the Shareholders of the Merging Corporation and the Members of the Surviving Limited Liability Company and the outstanding percentage of ownership percentage interests issued are identical. At and after the Effective Date, all of the previously issued and outstanding shares of common stock of the Merging Corporation that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

B. Upon the surrender and cancellation of the Merging Corporation's outstanding stock certificates, the Surviving Limited Liability Company shall issue membership

certificates representing ownership of the Surviving Limited Liability Company to the Member in identical interests as owned prior to the merger/reorganization. No money or distributions or other dispositions shall be received or given under this Plan.

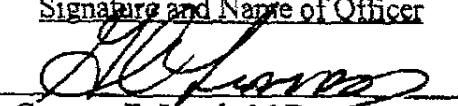
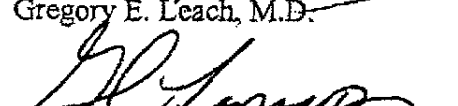
- C. The Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that the transfer of ownership interests are to be treated as if the Surviving Limited Liability Company received the assets and liabilities of the Merging Corporation in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.
- D. In addition, the Merging Corporation and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interests in the Surviving Limited Liability Company the Merging Corporation shall thereafter issue the membership units of the Surviving Limited Liability Company to its Shareholders in exchange for the Shareholder's stock certificates in the Merging Corporation in a non-recognition event under Section 354(a)(1) of the Code.

FIFTH: The name(s) and address(es) of the manager(s) of the Surviving Limited Liability Company are as follows:

Gregory E. Leach, M.D.
2171 Pine Ridge Rd.
Naples FL 34109

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, we declare that we consent to the above Plan of Merger and Reorganization of the Merging Corporation and Surviving Limited Liability Company and that we 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 Corporation and Managers of the Surviving Limited Liability Company, we further declare that we are authorized to execute this Plan and statement on its behalf.

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
ADVANCED MEDICAL CENTER, INC.	 Gregory E. Leach, M.D.	President
ADVANCED MEDICAL CENTER, LLC	 Gregory E. Leach, M.D.	Manager