

LO7000057925

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

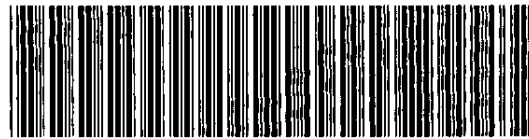
Special Instructions to Filing Officer:

L. SELLERS

JUN 11 2010

EXAMINER

Office Use Only



000181245940

05/24/10--01027--016 **85.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 JUN -9 PM 3:28

FILED

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Country Oaks Veterinary Clinic, PLLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Bonnie Purdy

Contact Person

Richard A. Perry P.A.

Firm/Company

820 East Fort King Street

Address

Ocala, Florida 34471

City, State and Zip Code

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

For further information concerning this matter, please call:

Bonnie Purdy

Name of Contact Person

at (352)

732-2299

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 26, 2010

BONNIE PURDY
RICHARD A. PERRY PA
820 E. FORT KING STREET
OCALA, FL 34471

SUBJECT: COUNTRY OAKS VETERINARY CLINIC, PLLC
Ref. Number: L07000057925

We have received your document for COUNTRY OAKS VETERINARY CLINIC, PLLC and your check(s) totaling \$85.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must contain 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 610A00013322

**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 names, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type:</u>
<u>Country Oaks Veterinary Clinic, PLLC</u>	<u>Florida</u>	<u>PLLC</u>
<u>ET, LLC</u> <i>LO7-57925</i>	<u>Florida</u>	<u>LLC</u>
<u>Jose R. Davila, D.V.M., P.A. n/k/a</u> <i>LO6-21334</i>	<u>Florida</u>	<u>P.A.</u>
<u>Jose R. Davila, D.V.M., L.L.C.,</u>		
<u>a/k/a Jose R. Davila, D.V.M., P.L.L.C.</u> <i>LO6-30674</i>		

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

Name

<u>Country Oaks Veterinary Clinic, PLLC</u>	<u>Florida</u>	<u>PLLC</u>
---	----------------	-------------

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 Chapter 607, 608, 617, and/or 620, Florida Statutes.

FILED
10 JUN -9 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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:

N/A

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:

N/A

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:


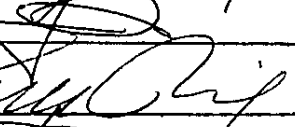
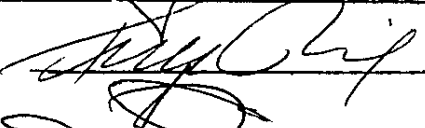
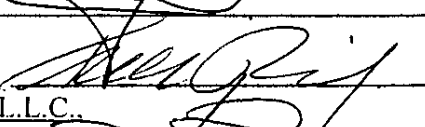
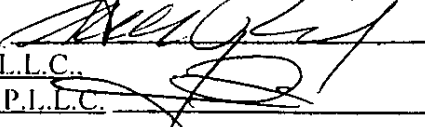
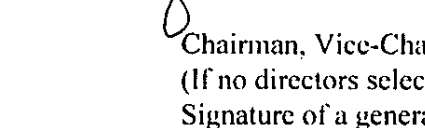
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

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:	Signatures(s):	Typed or Printed Name of Individual:
<u>Country Oaks Veterinary Clinic, PLLC</u>		<u>Frances Ramirez, Member-Manager</u>
<u>Country Oaks Veterinary Clinic, PLLC</u>		<u>Jose R. Davila, Member-Manager</u>
<u>ET, L.L.C.</u>		<u>Frances Ramirez, Member-Manager</u>
<u>ET, L.L.C.,</u>		<u>Jose R. Davila, Member-Manager</u>
<u>Jose R. Davila, D.V.M., P.A.</u>		<u>Frances Ramirez, Member-Manager</u>
<u>n/k/a Jose R. Davila, D.V.M., L.L.C.,</u>		<u>Jose R. Davila, Member-Manager</u>
<u>a/k/a Jose R. Davila, D.V.M., P.L.L.C.</u>		

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:	Signature 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, for/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Country Oaks Veterinary Clinic, PLLC	Florida	PLLC
ET, L.L.C.	Florida	LLC
Jose R. Davila, D.V.M., P.A., n/k/a Jose R. Davila, D.V.M., L.L.C., a/k/a Jose R. Davila, D.V.M., P.L.L.C.	Florida	P.A.

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>Country Oaks Veterinary Clinic PLLC</u>	<u>Florida</u>	<u>PLLC</u>

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

The assets of all the entities shall be solely owned by the surviving party, Country Oaks Veterinary Clinic, PLLC. The debts of all the entities shall be the sole responsibility of the surviving party, Country Oaks Veterinary Clinic, PLLC. Frances Ramirez and Jose R. Davila shall be the sole members of the surviving party, Country Oaks Veterinary Clinic, PLLC and shall hold 100 membership units. All shares of membership units previously issued shall be cancelled.

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 membership units, shares and other securities of Country Oaks Veterinary
Clinic, PLLC, ET LLC, Jose R. Davilla, D.V.M., P.A. n/k/a Jose R. Davila, D.V.M.,
LLC, a/k/a Jose R. Davila, D.V.M., PLLC shall be cancelled and the
surviving party shall issue 100 membership units representing the ownership
interest in the surviving party, County Oaks Veterinary Clinic, PLLC.

(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:

Frances Ramirez and Jose R. Davila, individually and in their representative
capacity, shall surrender the membership units in Country Oaks Veterinary Clinic,
PLLC, ET LLC, Jose R. Davila, D.V.M.,P.A. n/k/a Jose R. Davila, D.V.M., LLC,
a/k/a Jose R. Davila, D.V.M.,PLLC, which they currently hold and they shall be
cancelled. Thereafter, the surviving party shall issue 100 membership units to
Frances Ramirez and Jose R. Davila who shall own them as Tenants by the
Entireties.

(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:

The Company shall engage in every phase and aspect of the business of rendering the same professional services to the public that a doctor of veterinary medicine licensed under the laws of the State of Florida is authorized to render, but such professional services shall be rendered only through members, officers, employees and agents of the Company who are duly licensed to practice veterinary medicine under the laws of the State of Florida. It is intended that the Company may conduct and transact any business lawfully authorized and not prohibited by Chapter 608 and Chapter 621, Florida Statutes, as the same may be from time to time amended.

(Attach additional sheet if necessary)

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

Frances Ramirez and Jose R. Davila shall serve as the member managers of the surviving party.

Effective date of the merger is May 24, 2010.

(Attach additional sheet if necessary)