

W07000123449

Florida Department of State
 Division of Corporations
 Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000131539 3)))



H08000131539 3ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

FILED

08 MAY 16 AM 8:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:
 Division of Corporations
 Fax Number : (850) 617-6380

From:
 Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
 Phone : (850) 222-1092
 Fax Number : (850) 878-5926

RE-SUBMIT
 Please retain original filing
 Date of Submittal: 5/14/08

MERGER OR SHARE EXCHANGE

East Florida Hospitalists, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 1 |
| Estimated Charge | \$108.75 |

CF 100.00
 CC 30.00
 130.00

Electronic Filing Menu

Corporate Filing Menu

Help



May 19, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT CORPORATION

SUBJECT: EAST FLORIDA HOSPITALISTS, LLC
REF: 107000123449

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

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) 245-6067.

Neyaa Culligan
Document Specialist

FAX Aud. #: B08000131539
Letter Number: 508A00031604

NO SUBMITTAL

Please retain original filing
date of submission 5/14/08

RECEIVED
2008 MAY 19 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O. BOX 6327 - Tallahassee, Florida 32314

FILED

08 MAY 16 AM 8:34

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**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> | |
|---|---------------------|-------------------------|------------|
| Plantation Hospitalists, LLC | Florida | LLC | LOT-126814 |
| Hospitalists of Westside Regional Medical | Florida | LLC | LOT-4336 |
| Emtora, LLC | | | |
| University Hospitalists, LLC | Florida | LLC | LOT-124714 |

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

| | | | |
|---|--------------------------------|--------------------------------|------------|
| <u>Name</u> East Florida Hospitalists, LLC | <u>Jurisdiction</u> Florida | <u>Form/Entity Type</u> LLC | LOT-123449 |
|---|--------------------------------|--------------------------------|------------|

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 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:

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: |
|---|--------------------------|--------------------------------------|
| East Florida Hospitalists, LLC | <u>Dora A. Blackwood</u> | Dora A. Blackwood |
| Plantation Hospitalists, LLC | <u>Dora A. Blackwood</u> | Dora A. Blackwood |
| University Hospitalists, LLC | <u>Dora A. Blackwood</u> | Dora A. Blackwood |
| Hospitalists of Westside Regional Medical Center, LLC | <u>Dora A. Blackwood</u> | Dora A. Blackwood |

| | |
|--|---|
| 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 |

| | |
|-------------|---|
| Fee: | 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 |

Certified Copy (optional): \$30.00

3 of 6

Exhibit A

PLAN OF MERGER

WHEREAS, East Florida Hospitalists, LLC ("Surviving Company") is a limited liability company duly organized and validly existing under the laws of the State of Florida;

WHEREAS, Plantation Hospitalists, LLC, Hospitalists of Westside Regional Medical Center, LLC and University Hospitalists, LLC (the "Terminated Companies") are limited liability companies duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the Sole Member of Surviving Company and the Sole Member of each of the Terminated Companies have determined that it is advisable that the Terminated Companies merge with and into Surviving Company upon the terms and conditions herein provided (the "Plan of Merger");

NOW, THEREFORE, Surviving Company and the Terminated Companies hereby agree to merge into a single Company as follows:

FIRST: Surviving Company and Terminated Companies will file a Certificate of Merger and any other required documents to be executed and filed with the State of Florida pursuant to the applicable provisions of the Florida Statutes (the "Statutes").

SECOND: The Merger shall become effective upon filing, hereinafter referred to as the "Effective Time."

THIRD: All of the membership interest of the Terminated Companies shall automatically be canceled. All of the membership interest of Surviving Company outstanding prior to the Merger shall remain outstanding as the membership interest of the Surviving Company after the Merger.

FOURTH: As of the Effective Time, the Terminated Companies shall be merged with and into Surviving Company on the terms and conditions hereinafter set forth as permitted by and in accordance with the Statutes. Thereupon, the separate existence of the Terminated Companies shall cease, and Surviving Company, shall continue to exist under and be governed by the Statutes, and shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of Surviving Company and the Terminated Companies, and all real property or other property of Surviving Company or the Terminated Companies shall be vested in and be the property of Surviving Company without reversion or impairment; and all debts due to either Surviving Company or the Terminated Companies shall be vested in and be the property of Surviving Company; and all debts, liabilities and duties of Surviving Company or the Terminated Companies shall thenceforth attach to Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

Exhibit A

FIFTH: The Articles of Organization of Surviving Company in effect as of the Effective Time, but subject to change from time to time by the member of Surviving Company, shall be the Articles of Organization of the Surviving Company.

SIXTH: The Operating Agreement of Surviving Company in effect as of the Effective Time, but subject to change from time to time by the board of managers or the member of Surviving Company, shall be the Operating Agreement of the Surviving Company.

SEVENTH: Surviving Company and the Terminated Companies, by mutual consent, may amend, modify and supplement this Plan of Merger in such manner as may be agreed upon by them in writing at any time before or after approval hereof by the sole member of the Terminated Companies or the sole member of Surviving Company; provided, however, that no such amendment, modification or supplement shall affect the rights of the sole member of the Terminated Companies or the sole member of Surviving Company in a manner that is materially adverse to such members. In addition, this Plan of Merger may be terminated and the Merger abandoned as provided in the Merger Agreement at any time prior to the Effective Time even though this Plan of Merger has been approved by the sole member of Terminated Companies and the sole member of Surviving Company.

FILED

08 MAY 16 AM 8:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA