

LD8000077561

(Requestor's Name)

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☐ PICK-UP

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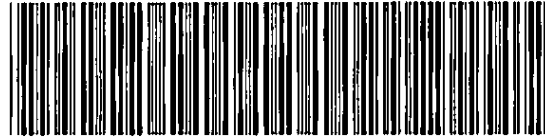
(Business Entity Name)

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DIVISION OF CORPORATIONS
17 DEC 22 PM 4: 87 17 DEC 22 AM 11: 33

DEC 28 2017

D CUSHING

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 978845 7509084

AUTHORIZATION :

COST LIMIT : \$ 50.00

ORDER DATE : December 22, 2017

ORDER TIME : 2:51 PM

ORDER NO. : 978845-005

CUSTOMER NO: 7509084

ARTICLES OF MERGER

COASTAL ANESTHESIA STAFFING,
LLC

INTO

COASTAL ANESTHESIOLOGY
CONSULTANTS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

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17 DEC 22 AM 11:33



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 26, 2017

CORPORATION SERVICE COMPANY
ROXANNE TURNER

RESUBMIT

Please give original
submission date as file date.

SUBJECT: COASTAL ANESTHESIOLOGY CONSULTANTS, LLC
Ref. Number: L08000077561

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

YOU MUST CORRECT THE EFFECTIVE DATE.

If you have any questions concerning the filing of your document, please call (850) 245-6838.

Cheryl R McNair
Regulatory Specialist II

Letter Number: 617A00026023

617 DEC 27 11:42

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17 DEC 22 AM 11:33
CLERK OF COURTS

ARTICLES OF MERGER

The following articles of merger (the "Articles of Merger") are being submitted in accordance with the Florida Revised Limited Liability Company Act.

FIRST: THE SURVIVING PARTY

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving company (the "Surviving Corporation") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coastal Anesthesiology Consultants, LLC 7700 West Sunrise Boulevard Plantation, Florida 33322	Florida	Limited Liability Company

Florida Document/Registration Number:
L08000077561

SECOND: THE MERGING PARTY

The exact name, jurisdiction, and entity type for the merging company (the "Merging Company") are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Coastal Anesthesia Staffing, LLC 7700 West Sunrise Boulevard Plantation, Florida 33322	Florida	Limited Liability Company

Florida Document Registration number:
L10000054042

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective on January 1, 2018. At the effective time of the merger, the Merging Company shall be merged with and into the Surviving Company.

FIFTH: In accordance with applicable Florida law, the merger and plan of merger was approved and adopted by the sole member of the Merging Company on December 21, 2017.

SIXTH: In accordance with applicable Florida law, the merger and plan of merger was approved and adopted by the sole member of the Surviving Company on December 21, 2017.

SEVENTH: The Surviving Company has agreed to pay the sole member of the Merging Company with appraisal rights the amount to which such member is entitled under Sections 605.1006 and 605.1061 – 605.1072, Florida Statutes.

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Company and the Merging Company have executed these Articles of Merger as of December 21, 2017.

SURVIVING COMPANY:

**COASTAL ANESTHESIOLOGY
CONSULTANTS, LLC, a Florida limited
liability company**

By: 

Name: Brian Jackson

Title: President

MERGING COMPANY:

**COASTAL ANESTHESIA STAFFING, LLC, a
Florida limited liability company**

By: 

Name: Brian Jackson

Title: President

PLAN OF MERGER

This Plan of Merger (the "Plan") has been adopted and approved on the 21st day of December, 2017, by the parties hereto. The Plan relates to the proposed merger (the "Merger") of the Merging Company (defined below), with and into the Surviving Company (defined below).

FIRST: The exact name and jurisdiction of the surviving company (the "Surviving Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Coastal Anesthesiology Consultants, LLC	Florida

SECOND: The exact name and jurisdiction of the merging company (the "Merging Company") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Coastal Anesthesia Staffing, LLC	Florida

THIRD: THE MERGER

1. Merger. Upon the filing of Articles of Merger with the Florida Department of State (the "Department"), the Merger shall become effective on January 1, 2018 (the "Effective Time"). At the Effective Time of the Merger, the limited liability company existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Company in accordance with the provisions of the Florida Revised Limited Liability Company Act ("FRLCA"). Following the Effective Time of the Merger: (i) the Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature of the Merging Company, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Company, (iii) all and every other property and interest of the Merging Company shall be the property and interest of the Surviving Company to the same extent as owned by the Merging Company, and (iv) all debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Company and such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

2. Articles of Organization. After the Effective Time, the Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Articles of Organization of the Surviving Company, until thereafter amended.

3. Operating Agreement. At the Effective Time, the Operating Agreement of the Surviving Company, as in effect immediately prior to the Effective Time, shall remain the Operating Agreement of the Surviving Company, until thereafter altered, amended or repealed.

4. Managers. At the Effective Time, the managers of the Surviving Company as of the time immediately prior to the Effective Time, shall remain the managers of the Surviving Company and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

5. Officers. At the Effective Time, the officers of the Surviving Company as of the time immediately prior to the Effective Time, shall remain as the officers of the Surviving Company and shall continue to hold office until their respective successors are duly elected and qualified, or until their earlier death, resignation or removal.

6. Manner and Basis of Converting Equity Securities.

(i) At the Effective Time, the outstanding equity securities of the Merging Company and the Surviving Corporation shall be converted as follows:

(a) All of the membership interests of the Merging Company that are issued and outstanding immediately prior to the Effective Time shall cease to be outstanding and shall be automatically cancelled and retired and shall cease to exist, and no shares of common stock of the Surviving Company or other property will be issued in exchange therefor; and

(b) All shares of capital stock of the Surviving Company issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding from and after the Effective Time.

FOURTH: APPROVAL

The Merger contemplated by this Plan has been adopted and approved by the sole member of the Merging Company and by the sole member of the Surviving Corporation, by written consent each dated December 21, 2017.

FIFTH: GOVERNING LAW

This Plan shall be construed in accordance with Florida law.

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger as of the date and year first above written.

SURVIVING CORPORATION:

**COASTAL ANESTHESIOLOGY
CONSULTANTS, LLC, a Florida limited
liability company**

By: 

Name: Brian Jackson

Title: President

MERGING COMPANY:

**COASTAL ANESTHESIA STAFFING, LLC, a
Florida limited liability company**

By: 

Name: Brian Jackson

Title: President