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EXAMINER



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10 JUL 19 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



PARSONS KINGHORN HARRIS

A PROFESSIONAL CORPORATION

July 15, 2010

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

RE: PBH MEDICAL, LLC

To Whom It May Concern:

Please find enclosed herein for filing with your office the following referenced documents:

1. Cover letter concerning the *Articles of Organization* for PBH MEDICAL, LLC, LLC to be filed with the State of Florida;
2. *Articles of Organization* for PBH MEDICAL, LLC, LLC, in duplicate;
3. Cover letter concerning the *Certificate of Merger* for PBH MEDICAL, LLC, LLC currently organized in the State of Utah; and the
4. *Certificate of Merger* for PBH MEDICAL, LLC, also in duplicate.

Please note that I have enclosed check number 16197 in the amount of \$210.00 (\$155.00 to file the Articles of Organization requesting the return of a Certified Copy, together with the \$25.00 filing fee for the Certificate of Merger for a limited liability company and an additional \$30.00 requesting the return of a Certified Copy of the Certificate of Merger). I have enclosed sufficient copies of the referenced documents which I am requesting be certified and returned, and for your convenience, I am also providing herein a stamped, self-addressed envelope for the return of the certified copies to my attention.

ATTORNEYS AT LAW
00099357.WPD /

John Parsons
Gerald H. Kinghorn
Paul T. Moxley
Langdon T. Owen, Jr.
John N. Brems

John S. Bradley
Harold L. Reiser
J. Scott Brown
Steven C. Strong
Catherine L. Brabson

Lisa R. Petersen
George B. Hofmann
Matthew M. Boley
Melyssa D. Davidson
Jeremy R. Cook

Michael D. Kendall
Kimberley L. Hansen

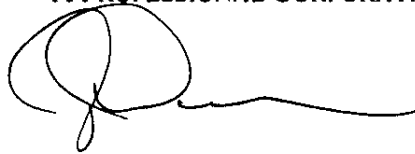
State of Florida
Registration Section
Division of Corporations
July 15, 2010
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If you should have any questions concerning any of the enclosed documents or if the filing fees have been miscalculated in any way, please telephone our office immediately at (801) 363-4300.

Thank you in advance for your time and assistance in this matter.

Cordially,

PARSONS KINGHORN HARRIS
A PROFESSIONAL CORPORATION

A handwritten signature in black ink, appearing to be 'J. Dannenmueller', with a large loop at the start and a long horizontal stroke extending to the right.

Janelle L. Dannenmueller, Legal Assistant to
John S. Bradley

/jld
Enclosures
Cc: Adam A. Pike (w/o encl.)

F:\WDOX\CLIENTS\22638\13\00099357.WPD

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PBH Medical LLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

John S. Bradley

Contact Person

PARSONS KINGHORN HARRIS, P.C.

Firm/Company

111 E. Broadway, Suite 1100

Address

Salt Lake City, UT 84111

City, State and Zip Code

jsb@pkhlawyers.com

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

For further information concerning this matter, please call:

John S. Bradley

Name of Contact Person

at (801)

363-4300

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

**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>
PBH Medical LLC	Utah	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
PBH Medical LLC	Florida	Limited Liability Company

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.

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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:

To become effective on the date of filing. _____.

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: N/A

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:
*PLEASE SEE ATTACHED		

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
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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>
<u>PBH Medical LLC</u>	<u>Utah</u>	<u>Limited Liability Company</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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>PBH Medical LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

The merging party and the surviving party have the exact same members with
identical membership ownership interests. The underlying assets of the merging
party will now be held by the surviving party and the members of the surviving
party will be the same

(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:

The membership interests in the merging party are identical to the membership
interests in the surviving party.

(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:

The membership interests in the merging party are identical to the membership
interests in the surviving party.

(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:

N/A

(Attach additional sheet if necessary)

ATTACHMENT ONE TO CERTIFICATE OF MERGER FOR PBH MEDICAL, LLC:

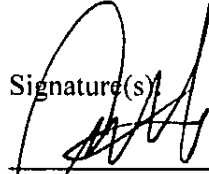
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s)

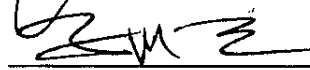
Typed or Printed Name of
Individual:

Pike Industries, Inc.



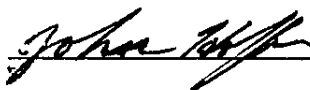
Adam Ashley Pike, President

Berry Medical Enterprises, Inc.



Bret Michael Berry, President

Hoffman Medical Services, Inc.



John Hoffman, President