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**MERGER OR SHARE EXCHANGE
Podiatry Centers of North Florida, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

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TALLAHASSEE FLORIDA

D. BRUCE

OCT 1 2010

EXAMINER

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**CERTIFICATE OF MERGER
OF
BAREFOOT MEDSPA AND WELLNESS CENTER, LLC
WITH AND INTO
PODIATRY CENTERS OF NORTH FLORIDA, LLC**

The following Certificate of Merger is prepared in accordance with Section 60.8.4382, Florida Statutes, and submitted to merge the following Florida limited liability companies in accordance with Section 608.438, Florida Statutes.

1. The merging party is Barefoot Medspa and Wellness Center, LLC, a Florida limited liability company and assigned document number L06000095868 which is merging with and into Podiatry Centers of North Florida, LLC, a Florida limited liability company that has been assigned document number L10000077035.
2. The surviving party to the merger is Podiatry Centers of North Florida, LLC, a Florida limited liability company that has been assigned document number L10000077035.
3. The attached Plan of Merger was approved by both parties to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.
4. The merger shall be effective as of the date of this filing.
5. Pursuant to the Plan of Merger, Barefoot Medspa and Wellness Center, LLC shall be merged with and into Podiatry Centers of North Florida, LLC, the surviving limited liability company.
6. The Plan of Merger was approved and adopted by unanimous written consent of the sole member of Barefoot Medspa and Wellness Center, LLC on August 31, 2010 and by sole member of Podiatry Centers of North Florida, LLC on August 31, 2010.

The undersigned have executed the Certificate of Merger as of August 31, 2010.

BAREFOOT MEDSPA AND WELLNESS CENTER, LLC
a Florida limited liability company

By: 

Howard J. Groshell, DPM

Its: Sole Member

PODIATRY CENTERS OF NORTH FLORIDA, LLC

By: 

Howard J. Groshell, DPM

Its: Sole Member

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PLAN OF MERGER

THIS PLAN OF MERGER, is made and effective as of August 31, 2010, by and between **BAREFOOT MEDSPA AND WELLNESS CENTER, LLC**, a Florida limited liability company (the "**Merged Company**") and **PODIATRY CENTERS OF NORTH FLORIDA, LLC**, a Florida limited liability company (the "**Surviving Company**").

WITNESSETH:

WHEREAS, the Merged Company is a Florida limited liability company;

WHEREAS, the Surviving Company is a Florida limited liability company;

WHEREAS, the sole Member of the Merged Company deems it advisable and in the best interests of the Merged Company to merge with and into the Surviving Company pursuant to Florida Statutes Section 608.438, and the sole Member deems it advisable that the Surviving Company shall be the surviving company and its existence as a continuing limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "**Merger**"); and

WHEREAS, this Plan of Merger was approved and adopted by the sole Member of the Merged Company and by the sole Member of the Surviving Company in the manner prescribed by Florida Statutes Chapter 608.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Florida Statutes Chapter 608, that the Merged Company shall be and hereby is merged with and into the Surviving Company, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the membership interest of the Merged Company shall be as hereinafter set forth.

ARTICLE I
COMPANY EXISTENCE

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Company shall cease, (ii) the Surviving Company shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Company shall be taken and be deemed to be transferred to and vested in the Surviving Company and shall be thereafter as effectively the property of the Surviving Company as they were the property of the Merged Company and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Company shall not revert or be lost or be

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adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Company shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Company shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF ORGANIZATION OF SURVIVING COMPANY

The Articles of Incorporation of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Organization of the Surviving Company until the same shall be altered, amended or repealed.

ARTICLE III
OPERATING AGREEMENT OF SURVIVING COMPANY

The Operating Agreement of the Surviving Company in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed.

ARTICLE IV
MEMBERS OF SURVIVING COMPANY

Upon the Merger becoming effective, the sole member of the Surviving Company shall be Howard J. Groshell.

ARTICLE V
MANNER OF CONVERTING UNITS

Upon the Merger becoming effective, each unit of membership interest of the Merged Company shall be converted into one unit of membership interest of the Surviving Company.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger was approved by the sole Member of the Merged Company on August 31, 2010 and approved by the sole Member of the Surviving Company on

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August 31, 2010. The votes cast by the members of the Surviving Company were sufficient to approve the merger.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of the date of Certificate of Merger is filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the Merged Company and the Surviving Company have signed this Agreement under their corporate seals the day and year first above written.

Merged Company:

BAREFOOT MEDSPA AND WELLNESS CENTER, LLC

By: _____

Howard J. Groshell, DPM

Its: Sole Member

Surviving Company:

PODIATRY CENTERS OF NORTH FLORIDA, LLC

By: _____

Howard J. Groshell, DPM

Its: Sole Member

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