

#L11000004613

(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:

Office Use Only



600191757066

01/21/11--01053--021 **50.00

FILED
11 JAN 21 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALLY
EXAMINER
JAN 28 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Cardiostrategies, 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:

Angela Serio

Contact Person

Godfrey & Kahn, S.C.

Firm/Company

780 North Water Street

Address

Milwaukee, WI 53202

City, State and Zip Code

aserio@gklaw.com

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

For further information concerning this matter, please call:

Angela Serio

Name of Contact Person

at (414)

287-9221

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**

FILED
11 JAN 21 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Cardiostrategies, LLC	Wisconsin	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Cardiostrategies, LLC	Florida	LLC
# L11000004613		

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 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:

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 entitles 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: _____

PLAN OF MERGER
OF
CARDIOSTRATEGIES, LLC,
a Wisconsin limited liability company
WITH AND INTO
CARDIOSTRATEGIES, LLC
a Florida limited liability company

1. The names of the entities proposing to merge are Cardiostrategies, LLC, a Florida limited liability company, hereinafter referred to as “FL Cardio” or the “Surviving Entity” and Cardiostrategies, LLC, a Wisconsin limited liability company, hereinafter referred to as “WI Cardio.”

2. WI Cardio shall merge with and into FL Cardio and the Surviving Entity shall exist by virtue and under the laws of the State of Florida. The company identity, existence, purpose, powers, franchises, rights and immunities of FL Cardio shall continue unaffected and unimpaired by the merger, and the company identity, existence, purpose, powers, franchises, rights and immunities of WI Cardio shall be merged with and into the Surviving Entity, and the Surviving Entity shall be fully vested therewith. The separate existence of WI Cardio, shall cease upon this Plan of Merger becoming effective and thereupon WI Cardio and the Surviving Entity shall become a single limited liability company.

3. The Articles of Organization of FL Cardio on the Effective Date (as hereinafter defined) of the merger shall be and remain the Articles of Organization of the Surviving Entity.

4. On the Effective Date of the merger, all of the percentage interests of WI Cardio shall be deemed to be cancelled without further consideration. No percentage interests or other consideration of the Surviving Entity shall be issued in connection with this merger.

5. The Members’ Agreement of FL Cardio as it exists on the Effective Date of the merger shall be and remain the Members’ Agreement of the Surviving Entity until altered, amended or repealed as provided therein.

6. This Plan of Merger shall become effective upon the date of filing of the Certificate of Merger with the Florida Department of State, herein sometimes referred to as "Effective Date." On such Effective Date, the separate existence of WI Cardio shall cease and it shall be merged with and into FL Cardio in accordance with the provisions of this Plan of Merger.

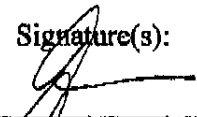
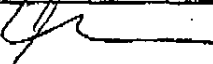
7. Notwithstanding anything contained herein to the contrary, this Plan of Merger may be terminated and abandoned by the Members of WI Cardio or the Members of FL Cardio at any time prior to the filing of the Articles of Merger with the Wisconsin Department of Financial Institutions and the filing of the Certificate of Merger with the Florida Department of State, if the Members of WI Cardio or the Members of FL Cardio should decide that it would not be in the best interest of the Surviving Entity. The Members of WI Cardio and the Members of FL Cardio have determined that the merger would permit the Surviving Entity to realize operating economies and increased growth potential as well as other administrative and management efficiencies benefiting each limited liability company.

8. On the Effective Date, the Surviving Entity shall, without other transfer, succeed to and have all the rights, privileges, immunities and franchises and Surviving Entity shall be subject to all the restrictions, disabilities and duties of WI Cardio, and all property, real, personal and mixed, and all debts due to WI Cardio on whatever account shall be vested in the Surviving Entity; and all property, rights, privileges, powers, franchises and each and every other interests shall be thereafter as effectively the property of the Surviving Entity as they were of WI Cardio.

9. This merger shall constitute a merger under Section 708 of the Internal Revenue Code of 1986, as amended, and corresponding provisions of the Wisconsin and Florida Statutes.

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:
Cardiostrategies, LLC (WI)		Anita M. Arnold, D.O.
Cardiostrategies, LLC (FL)		Anita M. Arnold, D.O.

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

Fees:

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