

L12000112955

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

From: Account Name : FORSTER BOUGHMAN & LEFKOWITZ
Account Number : 120140000076
Phone : (407)255-2055
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EFFECTIVE DATE
Dec. 15, 2019

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Email Address: alex@complete-care.com

MERGER OR SHARE EXCHANGE

Complete Care Centers, LLC

Certificate of Status	0
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Merger

DEC 13 2019

J ALBRITTON

2019 DEC 13 PM 3:46

EFFECTIVE DATE
Dec. 15, 2019

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ARTICLES OF MERGER OF
INTEGRATIVE PHYSICAL MEDICINE OF LAKE MARY, LLC
WITH AND INTO
COMPLETE CARE CENTERS, LLC

Pursuant to the provisions of Section 605.1025 of the Florida Statutes, the undersigned hereby adopt the following Articles of Merger:

ARTICLE I - PLAN OF MERGER

The Plan of Merger of INTEGRATIVE PHYSICAL MEDICINE OF LAKE MARY, LLC, a Florida limited liability company, document number L12000112967, (the "Target") with and into COMPLETE CARE CENTERS, LLC, a Florida limited liability company (the "Surviving LLC"), is set forth below:

1. The Target shall merge with and into the Surviving LLC, with the Surviving LLC as the surviving entity.
2. Upon the consummation of the merger of the Target with and into the Surviving LLC, the separate existence of the Target shall cease. The Surviving LLC, as the surviving limited liability company, shall continue to exist by virtue of the laws of the State of Florida. The title to all property of every description, whether real or personal, and all interests, rights, privileges, powers and franchises of the Surviving LLC shall not be affected by the merger and upon the merger, the Surviving LLC, without further act or deed and without reversion or impairment, shall own and possess all the property of every description, real or personal, and all interests, rights, privileges, powers and franchises of the Target, prior to the merger as provided in Section 605.1026 of the Florida Statutes. Further, as provided in Section 605.1026 of the Florida Statutes, all rights of creditors and any person or persons dealing with the Target, shall be preserved and remain unimpaired by the merger, all liens upon the properties of the Target, shall be preserved and remain unimpaired by the merger, and all debts, liabilities, obligations and duties of the Target, shall henceforth attach to the Surviving LLC and may be enforced against the Surviving LLC to the same extent as if such obligations and duties had been incurred by the Surviving LLC. Additionally, any existing claim or action or proceeding pending by or against the Target or the Surviving LLC may be continued as if the merger did not occur or the Surviving LLC may be substituted in such proceedings for the Target.
3. At the time of the merger, the Target will not have outstanding any warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire an ownership interest in the Target or in the Surviving LLC.
4. The Target has no plan or intention to reacquire or redeem its outstanding and issued membership interests.
5. The Surviving LLC has no plan or intention to sell or otherwise transfer or dispose of any of the assets held by the Target.

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6. All membership interests of the Target shall merge into ownership of the Surviving LLC such that, at the effective date of the merger, all ownership and economic interests of the Surviving LLC issued and outstanding immediately prior to the merger shall remain issued and outstanding and shall be unchanged as a result of the merger.

7. The Surviving LLC has agreed to pay to any members of the Target (with appraisal rights) the amount to which such members are entitled under the provisions of Section 605.1006 and Sections 605.1061-605.1072 of the Florida Statutes.

ARTICLE II - ADOPTION OF PLAN OF MERGER

The Plan of Merger was approved by the Target and the Surviving LLC in accordance with Section 605.1023 of the Florida Statutes and by each member of such limited liability company who, as a result of the merger, will have interest holder liability under Section 605.1023(1)(b) of the Florida Statutes. The Members of the Surviving LLC have waived their rights to receive prior written notice of the Plan of Merger by a written consent dated as of the 11 day of December, 2019. The principal office of the surviving entity is, 425 Alexandria Blvd, Suite 1010, Oviedo, Florida 32765.

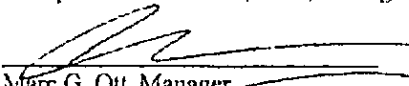
ARTICLE III - EFFECTIVE DATE

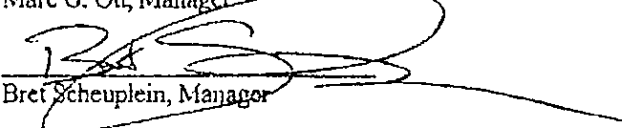
The effective date of the merger shall be the 15 Day of December 2019.

DATED this 11 day of December, 2019.

INTEGRATIVE PHYSICAL MEDICINE OF
LAKE MARY, LLC

By: Complete Care Centers, LLC, Manager

By: 
Marc G. Ott, Manager

By: 
Bret Scheuplein, Manager

COMPLETE CARE CENTERS, LLC

By: 
Marc G. Ott, Manager

By: 
Bret Scheuplein, Manager

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