

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : MATEER & HARBERT, P.A.
Account Number : 120110000087
Phone : (407) 425-9044
Fax Number : (407) 423-2016

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: devans@mateerharbert.com

MERGER OR SHARE EXCHANGE
MD HOLDING COMPANY A, LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$50.00

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MD HOLDING COMPANY A, 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:

DAVID EVANS

Contact Person

MATEER & HARBERT, P.A.

Firm/Company

225 E. ROBINSON ST. SUITE 600

Address

ORLANDO, FL 32801

City, State and Zip Code

DEVANS@MATEERHARBERT.COM

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

For further information concerning this matter, please call:

DAVID EVANS

Name of Contact Person

at (407) 425-9044

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED

17 DEC 21 AM 9:07

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF MERGER
OF
MD HOLDING COMPANY A, LLC
(A Florida Limited Liability Company. Document Number: L13000015361)
AND
MD HOLDING COMPANY B, LLC
(A Florida Limited Liability Company. Document Number: L13000015364)**

In accordance with the Florida Revised Limited Liability Company Act, pursuant to §605.1022 and §605.1025, Florida Statutes, MD HOLDING COMPANY A, LLC, a Florida limited liability company (the "Surviving Company") with its principal address at 501 North Flamingo Rd, Pembroke Pines, FL 33028, and MD HOLDING COMPANY B, LLC, a Florida limited liability company (the "Merged Company") with its principal address at 501 North Flamingo Rd, Pembroke Pines, FL 33028 hereby adopt the following Articles of Merger for the purpose of merging the Merged Company into the Surviving Company.

ARTICLE I

MD HOLDING COMPANY B, LLC shall be merged with and into MD HOLDING COMPANY A, LLC, and the separate existence of MD HOLDING COMPANY B, LLC shall cease. MD HOLDING COMPANY A, LLC shall survive the Merger and shall continue to be governed by the laws of the State of Florida.

ARTICLE II

The Plan of Merger attached as Exhibit A was adopted, in accordance with §605.1022 of the Florida Revised Limited Liability Company Act, by the members of the Surviving Company on December 18, 2017 and the members of the Merged Company on December 18, 2017.

ARTICLE IV

The Surviving Company agrees to pay to any member with appraisal rights the amount to which such member is entitled as determined under Florida Statutes, Sections §605.1006.

ARTICLE V

The operating agreement of the Surviving Company as in effect prior to the merger shall continue in effect to govern the Surviving Company after the merger. The Surviving Company's principal place of business is 501 North Flamingo Rd, Pembroke Pines, FL 33028. A copy of the Articles of Organization are maintained in the company offices of the Surviving Company.

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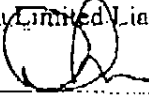
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ARTICLE VI

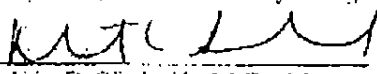
The date and time when the Merger shall become effective is December 31, 2017 at 11:59 P.M. (the "Effective Date").

IN WITNESS WHEREOF, the undersigned sign these Articles of Merger as of December 18, 2017.

MD HOLDING COMPANY A, LLC
a Florida Limited Liability Company

By: 
Daniel Morse, M.D., Manager

MD HOLDING COMPANY B, LLC
a Florida Limited Liability Company

By: 
Robert C. Siudmak, M.D., Manager

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EXHIBIT A

**PLAN OF MERGER
OF
MD HOLDING COMPANY A, LLC
(A Florida Limited Liability Company)
AND
MD HOLDING COMPANY B, LLC
(A Florida Limited Liability Company)**

This Plan of Merger dated as of December 31, 2017 (the "Agreement") is entered into by MD Holding Company A, LLC, a Florida limited liability company ("MD HOLD CO - A") and MD Holding Company B, LLC, a Florida limited liability company ("MD HOLD CO - B"). MD HOLD CO - A and MD HOLD CO - B may collectively be referred to herein as the "Constituent Companies."

Recitals

1. MD HOLD CO - A is a Florida limited liability company duly organized and existing under the laws of the State of Florida.
2. MD HOLD CO - B is a Florida limited liability company duly organized and existing under the laws of the State of Florida.
3. MD HOLD CO - A and MD HOLD CO - B have determined it is desirable and in the best interest of the Constituent Companies that MD HOLD CO - B be merged into MD HOLD CO - A with MD HOLD CO - A being the Surviving Company.
4. MD HOLD CO - A has approved this Agreement in accordance with and pursuant to §605.1022, Florida Statutes and its Operating Agreement.
5. MD HOLD CO - B has approved this Agreement in accordance with and pursuant to §605.1022, Florida Statutes and its Operating Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, MD HOLD CO - A and MD HOLD CO - B hereby agree, subject to the terms and conditions hereinafter set forth, and pursuant to §605.1022 and §605.1025, Florida Statutes, as follows:

**ARTICLE I
DESIGNATION OF SURVIVING COMPANY**

In accordance with the provisions of this Agreement, and the Florida Revised Limited Liability Company Act (the "Act"), MD HOLD CO - B shall be merged with and into MD

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HOLD CO - A (the "Merger"), the separate existence of MD HOLD CO - B shall cease, and MD HOLD CO - A shall survive the Merger and shall continue to be governed by the laws of the State of Florida. MD HOLD CO - A shall be, and is herein sometimes referred to as, the "Surviving Company."

ARTICLE II

PRINCIPAL OFFICE

The principal office of MD HOLD CO - A shall remain the principal office of the Surviving Company following the Merger.

ARTICLE III

TERMS AND CONDITIONS OF MERGER

The Merger will be consummated upon (a) this Agreement having been approved by the members of MD HOLD CO - A and the members of MD HOLD CO - B and (b) Articles of Merger of the Constituent Companies having been filed in accordance with Florida Law. The Merger will be consummated in accordance with the terms set forth in this Agreement.

ARTICLE IV

CHARTER DOCUMENTS AND MANAGEMENT

1. Articles of Organization and Operating Agreement. Upon the effectiveness of the Merger, the Articles of Organization and Operating Agreement of MD HOLD CO - A as in effect immediately prior to the effective date of the Merger shall continue in full force and effect as the Articles of Organization and Operating Agreement of the Surviving Company until duly amended in accordance with the provisions thereof and applicable law.

2. Management. The following individual shall be the manager of the Surviving Company:

Daniel Morse, M.D.

Such manager shall continue to serve until his successor shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Organization, or the Operating Agreement of the Surviving Company.

ARTICLE V

CONVERSION OF INTERESTS

1. MD HOLD CO - B Membership Units. Upon the Effective Date of the Merger, the membership units of MD HOLD CO - B, by virtue of the Merger and without any action by the Constituent Companies, shall be converted to 2,792 Units of MD HOLD CO - A.

2. MD HOLD CO - A Membership Units. Upon the Effective Date of the Merger, by virtue of the Merger and without any action by the Constituent Companies, the existing members of MD HOLD CO - A shall own the number of units of MD HOLD CO - A that such existing members owned immediately prior to the Merger.

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3. Members and Total Number of Units. Upon the Effective Date of the Merger, the Members of MD HOLD CO - A and the number of Units owned by such Members shall be as set forth on attached Exhibit A.

ARTICLE VI EFFECT OF MERGER

Upon the effective date of the Merger, the following shall or shall be deemed to have occurred:

- a. Impact of Merger. (a) the title to all real estate and other property, or any interest therein, owned by MD HOLD CO - B is vested in the Surviving Company without reversion or impairment; (b) the Surviving Company shall thereafter be responsible and liable for all the liabilities and obligations of MD HOLD CO - B; (c) any claim existing or action or proceeding pending by or against MD HOLD CO - B may be continued as if the Merger did not occur and the Surviving Company may be substituted in the proceeding for MD HOLD CO - B; and (d) neither the rights of creditors nor any liens upon the property of MD HOLD CO - B shall be impaired by the Merger.
- b. Classification of Surviving Company. For Federal income tax purposes, the Surviving Company shall continue to be taxed in the manner in effect immediately prior to the effective date of the Merger.
- c. Continuation of Business. The Surviving Company shall continue the business of MD HOLD CO - B and the MD HOLD CO - A.
- d. Taxable Year. The taxable year of MD HOLD CO - B shall be closed as a result of the Merger.
- e. EIN. The EIN of MD HOLD CO - A shall continue to be the EIN of the Surviving Company.

ARTICLE VII APPROVAL OF MEMBERS AND EFFECTIVE DATE

The Merger shall take place when (a) this Plan of Merger shall have been adopted and approved by the members of MD HOLD CO - A and the members of MD HOLD CO - B in accordance with the requirements of the Florida Revised Limited Liability Company Act and (b) an executed Articles of Merger have been filed with the Secretary of State of the State of Florida. The date and time when the Merger shall become effective is December 31, 2017 at 11:59 P.M. (the "Effective Date"). Notwithstanding anything contained herein to the contrary, the Merger shall not be effective unless and until the Merger is approved in writing by Atlantic Coast ASC GP1, Inc. as general partner of Ambulatory Surgical Facility of South Florida, LLLP.

ARTICLE VIII ABANDONMENT OF PLAN OF MERGER

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At any time before the filing of this Agreement with the Secretary of the State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever, notwithstanding the approval of this Agreement, by (1) the members of the Constituent Companies or (2) Atlantic Coast ASC GP1, Inc. as general partner of Ambulatory Surgical Facility of South Florida, LLLP.

ARTICLE IX
GENERAL


1. Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Company.

2. Governing Law. This Agreement shall in all respects be construed, interpreted, and enforced in accordance with and governed by the laws of the State of Florida.

3. Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Plan of Merger, having been adopted by the members of MD HOLD CO --A and the members of MD HOLD CO - B, in accordance with and pursuant to §605.1023, Florida Statutes, is hereby executed on behalf of each of such entities.

MD HOLDING COMPANY A, LLC
a Florida Limited Liability Company

By: 
Daniel Morse, M.D., Manager

MD HOLDING COMPANY B, LLC
a Florida Limited Liability Company

By: 
Robert C. Sindrak, M.D., Manager

The foregoing Plan of Merger is approved by Atlantic Coast ASC GP1, Inc. as general partner of Ambulatory Surgical Facility of South Florida, LLLP pursuant to Articles VII and VIII above.

Ambulatory Surgical Facility of South Florida, LLLP
By: Atlantic Coast ASC GP1, Inc. General Partner

By: 
Paul Sallwasser, Chief Executive Officer

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EXHIBIT A (to Plan of Merger)

MEMBERS AND UNITS HELD AS OF EFFECTIVE DATE OF MERGER

<u>Member</u>	<u>Number of Units</u>
HOWARD BAIKOVITZ, MD	32.935
NANCY BRICKSON	10
JASON FROST, MD	21.953
CHARLES GARRAMONE, DO	32.935
LAWRENCE GROBMAN, MD	32.935
MARG HAMMERMAN, MD	32.935
GARY HOPEN, MD	32.935
ABRAHAM JAGUAN, MD	10.978
IRA LEFKOF, MD	14.638
RAMIRO MORALES, MD	14.638
DANIEL MORSE, MD	32.935
THUNDER ROAD PROPERTIES, LP (Dr. Jarolem)	36.594
SIMON FAMILY PARTNERSHIP LLLP (Dr. Simon)	36.594
LIEN FAMILY COMPANY, LLC (Dr. Lien)	36.594
BERKOWITZ FAMILY LIMITED PARTNERSHIP (Dr. Berkowitz)	36.594
NEIL AND MINDY SCHECHTER (Dr. Schechter)	36.594
PHILIP B. CUMMINGS, M.D.	36.594
BRAD AND WENDY CHAYET (Dr. Chayet)	36.594
INNA OZEROV, MD	10
CATHERINE D POPKIN, MD	14.638
JOEL SANDBERG, MD	32.935
GARY SCHWARTZ, MD	25.616
RUSSELL M WOLFE, MD	32.935
JEFFREY WORTH, MD	29.275
ROBERT C SIUDMAK, MD	24.935
ELY BRAND, MD	24.935
SUSAN DAVILA, MD	13.854
VINENTE A SILVA, MD	11.081
JONATHAN D COOPER, MD	24.935
SCOTT GOLDBERG, MD	24.935
BARNEY GREENBERG, DPM	13.854
KENNETH A SABACINSKI, DPM	8.312
JAY B FINE, MD	8.312

The foregoing listing of Members and Units does not include treasury units acquired from previously redeemed Members.

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