

L130 000022869

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

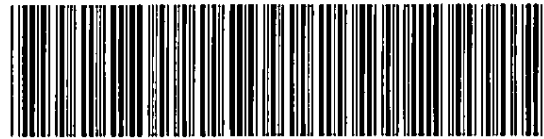
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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FILED

2018 MAY 30 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18 MAY 30 PM 4:19


EFFECTIVE DATE  
June 1, 2018

*mx4gc*

MAY 31 2018

LALBRITTON

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 235661 8059490  
AUTHORIZATION :   
COST LIMIT : \$ 50.00

ORDER DATE : May 30, 2018  
ORDER TIME : 3:32 PM  
ORDER NO. : 235661-010  
CUSTOMER NO: 8059490

ARTICLES OF MERGER

SPINE MERGER SUB LLC

INTO

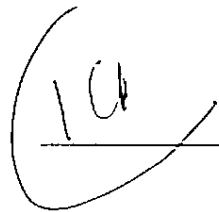
FLORIDA SPINE AND JOINT  
INSTITUTE, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS:



**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Florida Spine and Joint Institute, LLC (Doc. Number L13000022869)

\_\_\_\_\_  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Daniel Hofherr

\_\_\_\_\_  
Contact Person

Offit Kurman, PA

\_\_\_\_\_  
Firm/Company

8000 Towners Crescent Drive, Suite 1500

\_\_\_\_\_  
Address

Vienna, VA 22182

\_\_\_\_\_  
City, State and Zip Code

wendy@floridaspineandjoint.com

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

For further information concerning this matter, please call:

Daniel Hofherr (dhofherr@offitkurman.com) at (703) 745-1818

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
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

CR2E080 (2/14)

**EFFECTIVE DATE**  
*June 1, 2018*

**FILED**  
2018 MAY 30 AM 11:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF MERGER

The following Articles of Merger are submitted on May 30, 2018 in accordance with the Florida Revised Limited Liability Company Act, pursuant to Section 605.1025 of the Florida Statutes.

**FIRST:** The name, jurisdiction, form of entity and document number of the surviving entity (the "Surviving Entity") is below:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form of Entity</u>	<u>Document No.</u>
Florida Spine and Joint Institute, LLC	Florida	Limited Liability Company	LI3000022869

**SECOND:** The names, jurisdiction, form of entity, and document number of the merging entity (the "Merging Entity") is below:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form of Entity</u>	<u>Document No.</u>
Spine Merger Sub LLC	Florida	Limited Liability Company	LI8000097699

**THIRD:** The merger of the Merging Entity into the Surviving Entity (the "Merger") shall become effective at 12:01 am on June 1, 2018 (the "Effective Time").

**FOURTH:** In connection with the Merger, the Surviving Entity and the Merging Entity have approved an Agreement and Plan of Merger dated May 29, 2018 (the "Plan of Merger"), a copy of which shall be kept at the principal office of the Surviving Entity.

**FIFTH:** The Merger shall have the effects specified in the Plan of Merger and the applicable Florida Statutes, including but not limited to in the Florida Revised Limited Liability Company Act.

**SIXTH:** The Surviving Entity, exists before the Merger and is a domestic filing entity.

**SEVENTH:** The Amended and Restated Articles of Organization of the Surviving Entity as in effect immediately prior to the Effective Time (the "A&R Articles of Organization") shall continue in full force and effect and the A&R Articles of Organization shall be the articles of organization of the Survivor, as may be amended from time to time after the Effective Time as provided by Florida law.

**EIGHTH:** At the Effective Time, the Limited Liability Company Operating Agreement of the Surviving Entity dated June 13, 2013 (as was amended from time to time) in effect immediately prior to the Effective Time shall be amended and restated in its entirety substantially in the form set forth on Exhibit C to the Plan of Merger (the "A&R Operating Agreement") and the A&R Operating Agreement shall be the operating agreement of the Surviving Entity at the Effective Time, as may be amended from time to time after the Effective Time as provided by Florida law.

**NINTH:** The Surviving Entity has agreed to pay to any dissenting members of any party to the Merger that is a Florida limited liability company with appraisal rights the amount to which

such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

**TENTH:** Immediately prior to the Effective Time, the Merging Entity was a direct, wholly-owned subsidiary of TCFII Spine LLC, a Delaware limited liability company (the "Parent").

**ELEVENTH:** The capitalization of Surviving Entity and Merging Entity immediately prior to the Effective Time is as set forth on Exhibit B(1) to the Plan of Merger. Upon the Effective Time and by virtue of the Merger, (a) all of the outstanding membership interests in Merging Entity, as existing and constituted immediately prior to the Effective Time shall be automatically converted into one hundred percent (100%) of membership interest in Surviving Entity, such that, at and immediately following the Effective Time and consummation of the Merger, the capitalization of Surviving Entity and the holder of the membership interest of Surviving Entity shall be as set forth on Exhibit B(2) to the Plan of Merger; (b) (i) all of the outstanding membership interests in Surviving Entity, as existing and constituted immediately prior to the Effective Time shall be automatically converted into and shall become the right to receive membership interest in the Parent, in the quantities as set forth in Exhibit B(3) to the Plan of Merger (the "Merger Consideration") such that, at and immediately following the Effective Time and consummation of the Merger, the capitalization of the Parent and the holders of the membership interest of the Parent shall be as set forth on Exhibit B(3) to the Plan of Merger, and (ii) all of the outstanding membership interests in Surviving Entity, as existing and constituted immediately prior to the Effective Time, shall be automatically be canceled and shall cease to exist, and each holder of the membership interests of Surviving Entity prior to the Effective Time shall cease to have any rights with respect thereto, except the right to receive the Merger Consideration; and (c) all of the membership interests of the Parent outstanding immediately prior to the Effective Time shall be surrendered and cancelled and shall no longer remain outstanding for any purpose.

**TWELFTH:** The Merger and Plan of Merger were unanimously approved on May 29, 2018 in accordance with in accordance with Sections 605.1021-605.1026 of the Florida Statutes by the Members, Managing Members, and Managers (as applicable) of the Parent, the Merging Entity, and the Surviving Entity.

**THIRTEENTH:** The signatures the Surviving Entity and Merging Entity are set forth below.

\* \* \*

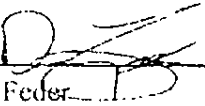
IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of the date first set forth above.


**SURVIVING ENTITY:**

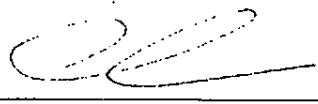
**FLORIDA SPINE AND JOINT  
INSTITUTE, LLC**

By:   
Daniel Feder, Manager.

**Members:**


  
Daniel Feder

  
Samuel Hess

  
Erin Feder

**MERGING ENTITY:**

**SPINE MERGER SUB, LLC**

By:   
Daniel Feder, Manager