

U13 000082787

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**MERGER OR SHARE EXCHANGE
REJUVENATION INSTITUTE OF FLORIDA, LLC**

| | |
|-----------------------|---------|
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**ARTICLES OF MERGER
OF
AESTHETIC FACIAL PLASTIC SURGERY ASSOCIATES, P.A.
(a Florida corporation)
WITH AND INTO
REJUVENATION INSTITUTE OF FLORIDA, LLC
(a Florida limited liability company)**

Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act") and in compliance with the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

**ARTICLE I
State of Incorporation; Constituent Entities**

The name, entity type and state of incorporation of each of the constituent entities of the merger is as follows:

| <u>Name</u> | <u>Entity Type</u> | <u>State of Organization</u> |
|---|---------------------------|------------------------------|
| Aesthetic Facial Plastic Surgery Associates, P.A. <i>PO8-21339</i> | corporation | Florida |
| Rejuvenation Institute of Florida, LLC <i>U13-82787</i> | limited liability company | Florida |

**ARTICLE II
Surviving Entity**

Rejuvenation Institute of Florida, LLC, a Florida limited liability company, shall be the surviving entity. Following the merger, Rejuvenation Institute of Florida, LLC shall continue to be governed by the laws of the State of Florida.

**ARTICLE III
Plan of Merger**

The Agreement and Plan of Merger providing for the merger of Aesthetic Facial Plastic Surgery Associates, P.A. and Rejuvenation Institute of Florida, LLC, a Florida limited liability company, is attached hereto as Exhibit A (the "Plan of Merger").

ARTICLE IV

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Approval of the Plan of Merger

The Plan of Merger was duly approved and adopted by unanimous consent of the member and manager of Rejuvenation Institute of Florida, LLC in accordance with the Act; and by the unanimous consent of the sole shareholder and director of Aesthetic Facial Plastic Surgery Associates, P.A. in accordance with the FBCA, each such consent effective December __, 2023.

ARTICLE V Effective Time

The merger shall become effective on December 31, 2023, which is not more than 90 days after the filing of these Articles of Merger with the Department of State of the State of Florida.

/signature page to follow/

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CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF MIAMI, FL

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 19 day of December 2023.

REJUVENATION INSTITUTE OF
FLORIDA, LLC, a Florida limited liability
company

By: 

Dominic M. Castellano, Manager

AESTHETIC FACIAL PLASTIC
SURGERY ASSOCIATES, P.A., a Florida
professional corporation

By: 

Dominic M. Castellano, President

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Exhibit A
Plan of Merger

See Attached.

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "**Plan**") is made and entered into this 19th day of December, 2023 but is effective for all purposes as of December 31, 2023 (the "**Effective Date**"), by and between, **AESTHETIC FACIAL PLASTIC SURGERY ASSOCIATES, P.A.**, a Florida professional corporation ("**Aesthetic Facial**") and **REJUVENATION INSTITUTE OF FLORIDA, LLC**, a Florida limited liability company (the "**Surviving Company**"). Aesthetic Facial and Surviving Company are sometimes collectively referred to in this Plan as the "**Constituent Entities**" and are sometimes referred to individually as a "**Constituent Entity**".

WITNESSETH:

WHEREAS, the sole shareholder and director of the Board of Directors of Aesthetic Facial and the sole member and manager of the Surviving Company have approved and adopted this Plan and the transactions contemplated by this Plan, after marking a determination that this Plan and such transactions are advisable and fair to, and in the best interests of, each entity and its shareholders or members, as the case may be; and

WHEREAS, the Constituent Entities have adopted this Plan as a plan of reorganization and intend to consummate the Merger (as defined below) in accordance with the provisions of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, pursuant to the transactions contemplated by this Plan, and on the terms and subject to the conditions set forth herein, Aesthetic Facial, in accordance with the relevant provisions of the Florida Business Corporation Act (the "**FBCA**") and the Florida Revised Limited Liability Company Act (the "**Act**"), will merge with and into the Surviving Company, with the Surviving Company as the surviving limited liability company.

NOW, THEREFORE, the Constituent Entities, in consideration of the premises and the mutual covenants, agreements and provisions hereinafter contained, do hereby agree upon and prescribe the terms and conditions of the Merger (as defined below) and the method of carrying the same into effect in this Plan as follows:

1. **PLAN OF MERGER.**

The Constituent Entities have agreed and do hereby agree each with the other that Aesthetic Facial shall be merged with and into the Surviving Company, and that Surviving Company shall merge Aesthetic Facial with and into itself in accordance with the provisions of Section 605.1021-605.1026 of the Act and Section 607.1101-607.1106 of the FBCA (the "**Merger**"). The Surviving Company shall be the surviving business entity in the Merger and shall be governed by the laws of the State of Florida, which state shall continue to be its domicile.

2. **EFFECTIVE DATE.**

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The Merger shall become effective and the Constituent Entities shall be deemed to have merged on the Effective Date, which is not more than 90 days after the filing of these Articles of Merger with the Department of State of the State of Florida

3. **MANNER OF CONVERTING SHARES.**

Pursuant to the Merger, all of the outstanding shares of stock of Aesthetic Facial will be cancelled. No new stock certificates of Aesthetic Facial will be issued. All membership interests in the Surviving Company that is outstanding on the Effective Date shall continue and remain unchanged as the membership interests of the Surviving Company.

4. **EFFECT OF THE MERGER.**

(a) **Existence of Aesthetic Facial.** On the Effective Date, the separate existence of Aesthetic Facial shall cease and it shall be merged with and into the Surviving Company. Thereupon, all the property, real, personal, and mixed, and all interest therein of Aesthetic Facial and all debts due to it shall be transferred to and invested in the Surviving Company without further act or deed and without reversion or impairment. The Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of Aesthetic Facial.

(b) **Articles of Organization.** The Articles of Organization of the Surviving Company, in effect on the Effective Date, shall continue in full force and effect as the Articles of Organization of the Surviving Company and shall not be changed or amended by the Merger. The Articles of Incorporation of Aesthetic Facial in effect on the Effective Date shall, by virtue of the Merger, terminate on the Effective Date.

(c) **Operating Agreement.** The Operating Agreement of the Surviving Company as in effect on the Effective Date shall continue in full force and effect as the Operating Agreement of the Surviving Company and shall not be changed or amended by the Merger.

(d) **Manager and Members.** From and after the Effective Date, the manager of Aesthetic Facial shall continue to serve as the manager of Aesthetic Facial and shall not be changed or otherwise affected by the Merger.

5. **GENERAL PROVISIONS.**

(a) **Entire Agreement.** This Plan constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, among the parties hereto relating to the transactions contemplated herein or the subject matter hereof.

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CLERK OF THE COURT
JESSICA HARRIS

(b) **Headings**. The headings in the Plan are inserted for convenience only and shall not affect in any way the meaning or interpretation of this Plan.

(c) **Amendment; Termination**. This Plan may be terminated or amended upon the consent of the Board of Directors of Aesthetic and manager of the Surviving Company, whether before or after approval of this Plan.

(d) **Counterparts**. This Plan may be simultaneously executed in several counterparts, each of which as executed shall be deemed to be an original; and such counterparts shall together constitute one and the same instrument.

[signature page to follow]

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NOTARIAL PUBLIC

IN WITNESS WHEREOF, each business entity that is a party hereto has caused its duly authorized officer to execute this Agreement and Plan of Merger.

REJUVENATION INSTITUTE OF
FLORIDA, LLC, a Florida limited liability
company

By: 
Dominic M. Castellano, Manager

AESTHETIC FACIAL PLASTIC
SURGERY ASSOCIATES, P.A., a Florida
professional corporation

By: 
Dominic M. Castellano, President

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