

Division of Corporations

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L14000122695

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

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**MERGER OR SHARE EXCHANGE
BLEPHEX, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	392.50

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\$ 110.00

EFFECTIVE DATE
8-18-14

C. LEWIS

AUG 12 2014

EXAMINER

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FALL 2014

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**ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

The following Articles of Merger are being submitted in accordance with the Florida Revised Limited Liability Company Act (the "Act"), pursuant to Section 605.1025, Florida Statutes.

FIRST: The exact name and jurisdiction for each merging company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>State Document Number</u>
Rysurg, LLC	Michigan	LLC	D8586T
Rysurg, LLC	Florida	LLC	L14000033280
Blephex, LLC	Florida	LLC	L14000122695

SECOND: The exact name and jurisdiction for the surviving company is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Florida Document Number</u>
Blephex, LLC	Florida	LLC	L14000122695

THIRD: The merger shall become effective at 11:59 P.M. on August 18, 2014.

FOURTH: The Plan of Merger is attached hereto as Exhibit "A".

EFFECTIVE DATE
8-18-14

FIFTH: Adoption of the Plan of Merger by each merging company. The Plan of Merger meets the requirements of Section 450.4703 of the Michigan Compiled Laws and Section 605.1022 of the Act and was approved by written consent of a majority in interest of the members of each merging company on August 6, 2014, in accordance with the law of its jurisdiction of formation and each merging company's respective Operating Agreement.

SIXTH: Adoption of the Plan of Merger by the surviving company. The Plan of Merger meets the requirements of Section 605.1022 of the Act and was approved by unanimous written consent of the Members and Manager of the surviving company, upon recommendation by the Manager, on August 6, 2014, in accordance with Sections 605.1021-605.1026 of the Act; and by each member of the surviving company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Act.

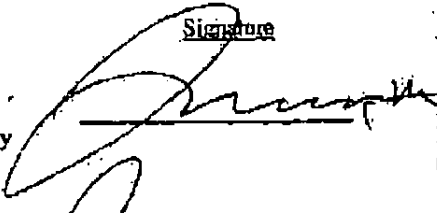
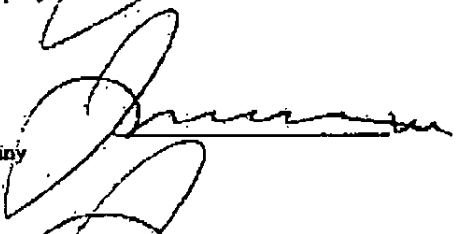
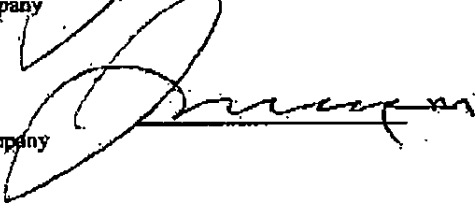
SEVENTH: The Articles of Organization and Operating Agreement of the surviving company in effect prior to the effective time of the merger shall each remain in effect without modification as the Articles of Organization and Operating Agreement of the surviving company immediately after the effective time of the merger.

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EIGHTH: Signatures for each party:

<u>Name of Constituent Entity</u>	<u>Signature</u>	<u>Name of Individual and Title</u>
Rysurg, LLC a Michigan limited liability company		James M. Rynerson, M.D., President (Authorized Agent)
Rysurg, LLC a Florida limited liability company		James M. Rynerson, M.D., Manager (Authorized Agent)
Blephex, LLC A Florida limited liability company		James M. Rynerson, M.D., Manager (Authorized Agent)

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EXHIBIT A

Plan of Merger

**PLAN OF MERGER OF
 RYSURG, LLC, A MICHIGAN LIMITED LIABILITY COMPANY
 AND RYSURG, LLC, A FLORIDA LIMITED LIABILITY COMPANY
 WITH AND INTO
 BLEPHEX, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

THIS PLAN OF MERGER (this "Plan") is dated August 7, 2014, by and among Rysurg, LLC, a Michigan limited liability company ("Rysurg Michigan"), Rysurg, LLC, a Florida limited liability company ("Rysurg Florida"), and Blephex, LLC, a Florida limited liability company ("Blephex").

FIRST: The exact name, form/entity type, jurisdiction, and State ID Number for each merging entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>State ID Number</u>
Rysurg, LLC	Michigan	LLC	D8586T
Rysurg, LLC	Florida	LLC	L14000033280
Blephex, LLC	Florida	LLC	L14000122695

SECOND: The exact name, form/entity type, jurisdiction, and Florida ID Number of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Florida ID Number</u>
Blephex, LLC	Florida	LLC	L14000122695

THIRD: The terms and conditions of the merger are as follows:

- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of Rysurg Michigan and Rysurg Florida, shall be transferred to and vested in Blephex, without further act or deed.
- (b) Assumption of Obligations. All obligations of Rysurg Michigan, Rysurg Florida and Blephex shall become the obligations of the Blephex.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others

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securities of the survivor, in whole or in part, into cash or other property is as follows:

- (a) Each member of Rysurg Michigan or Rysurg Florida holding membership interests in such limited liability companies immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, have such membership interests of Rysurg Michigan or Rysurg Florida, as the case may be, converted into the right to receive cash consideration or membership interests of Blephex, as applicable, as follows:
- (i) ninety-nine percent (99%) of the membership interests to Rynerson, Inc., a Florida corporation, in respect of its membership interest representing a Percentage Interest of eighty percent (80%) in Rysurg Michigan;
 - (ii) \$28,800.00 to Choate, Inc., a Michigan corporation, in respect of its membership interest representing a Percentage Interest of twenty percent (20%) in Rysurg Michigan; and
 - (iii) one percent (1%) membership interests to Rynerson, Inc., a Florida corporation, in respect of its membership interest representing a Percentage Interest of one hundred percent (100%) in Rysurg Florida.
- (b) Each membership interest in Blephex that is outstanding immediately prior to the effective time and date of the merger shall, by virtue of the merger and without any action on the part of the holder thereof, remain unchanged and continue to remain outstanding as a membership interest in Blephex.

FIFTH: To the extent the transactions described herein are treated as partnership mergers under Treasury Regulation section 1.708-1(c)(3), it is intended that any cash or other money received by Choate, Inc. as part of the merger consideration will be treated as proceeds received on the sale of its membership interests in Rysurg Michigan. Specifically, it is intended that Blephex, LLC (the resulting partnership) is purchasing Rysurg Michigan membership interests from Choate, Inc. to the extent of cash payments made by Blephex, LLC to Choate, Inc. consistent with Treasury Regulation section 1.708-1(c)(4).

SIXTH: The name and business address of the manager of Blephex is as follows:

James M. Rynerson, M.D.
2290 10th Ave N.
Suite 402
Lake Worth, FL 33461

SEVENTH: The Articles of Organization and Operating Agreement of Blephex in effect prior to the effective time and date of the merger shall each remain in effect without modification as the Articles of Organization and Operating Agreement of Blephex immediately after the effective time and date of the merger.

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EIGHTH: This Plan may be executed in one or more counterparts and collectively shall constitute one instrument represent the agreement among the parties hereto. It shall not be necessary that any one counterpart be signed by all of the parties hereto as long as each of the parties has signed at least one counterpart.

NINTH: Anything herein or elsewhere to the contrary notwithstanding, this Plan may be amended or supplemented, as may be determined by the parties hereto to be necessary, desirable or expedient to further the purpose of this Plan, or to clarify the intention of the parties hereto, or to add to or modify the covenants, terms or conditions hereof or to effect or facilitate any governmental approval or acceptance of the merger or of this Plan or the recording of this Plan or the consummation of any of the transactions contemplated hereby. No amendment or supplement to this Plan shall be effective unless it is in writing and signed by the constituent entities. This Plan shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns. Nothing in this Plan, expressed or implied, is intended to confer on any person other than the parties hereto or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Plan.

[Signature Page Follows]

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IN WITNESS WHEREOF, this Plan of Merger has been adopted as of the date first stated above.

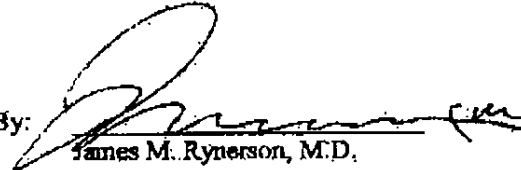
MERGING ENTITIES:

SURVIVING ENTITY:


RYSURG, LLC (Michigan)

BLEPHEX, LLC

By:

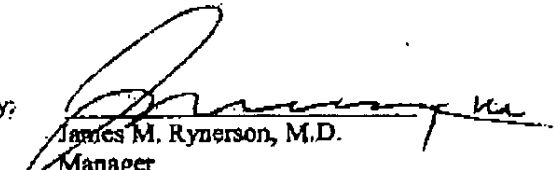

James M. Rynerson, M.D.
President

By:


James M. Rynerson, M.D.
Manager

RYSURG, LLC (Florida)

By:


James M. Rynerson, M.D.
Manager