

L17000132291

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
SOUTH DADE PRIMARY CARE, LLC

Certificate of Status	0
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Estimated Charge	\$58.75

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July 3, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SOUTH DADE PRIMARY CARE, LLC
7540 SW 61ST AVE
SOUTH MIAMI, FL 33145US

SUBJECT: SOUTH DADE PRIMARY CARE, LLC
REF: L17000132291

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE CORRECT THE FLORIDA STATUTE NUMBER ON PAGE 1 SECTION THIRD NEXT TO THE LAST SENTENCE WHICH STATES (105.1023(1)(b) IS THE STATUTE FOR FILING THE MERGER AND IT SHOULD BE 605.1023. PLEASE CORRECT YOUR DOCUMENT ACCORDINGLY.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell FAX Aud. #: H17000173090
Regulatory Specialist II Supervisor Letter Number: 217A00013440

17 JUL -3 PM 4:05

P.O BOX 6327 - Tallahassee, Florida 32314

**ARTICLES OF MERGER
OF
CLAREMEDICA HEALTH GROUP, LLC
WITH AND INTO
SOUTH DADE PRIMARY CARE, LLC
UNDER SECTION 605.1025 OF THE FLORIDA STATUTES**

The following Articles of Merger are being submitted in accordance with Section 605.1025 of the Florida Statutes.

FIRST: The name and jurisdiction of formation of each of the constituent entities party to the Merger (the "Constituent Entities") are as set forth below:

<u>Name and Type of Entity</u>	<u>Jurisdiction of Formation</u>
ClareMedica Health Group, LLC - Limited Liability Company	Delaware
South Dade Primary Care, LLC - Limited Liability Company	Florida

SECOND: The name of the company surviving the Merger is South Dade Primary Care, LLC, a Florida limited liability company (the "Surviving Entity").

THIRD: The Agreement and Plan of Merger (the "Merger Agreement"), dated May 31, 2017, by and between the Constituent Entities, setting forth the terms and conditions of the Merger (the "Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Entities in accordance with the provisions of Sections 605.1021-605.1026 of the Florida Statutes and in accordance with the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Company Act. The Merger was approved by each member of the Constituent Entities who, as a result of the Merger, will have interest holder liability under Section 605.1023 of the Florida Statutes and whose approval is required.

FOURTH: The Surviving Entity exists before the merger and is a domestic filing entity.

FIFTH: The Surviving Entity has agreed to pay any members with appraisal rights the amount, to which members are entitled under Section 605.1006 and Sections 605.1061-605.1072, of the Florida Statutes.

SIXTH: The Merger shall be effective as of the date the Articles of Merger are filed with [the Florida Department of State.]

SEVENTH: The Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

[Signature page follows]

IN WITNESS WHEREOF, South Dade Primary Care, LLC has caused the Articles of Merger to be executed on the 30th day of June, 2017.

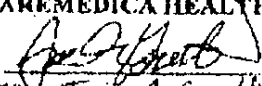
SURVIVING COMPANY:

SOUTH DADE PRIMARY CARE, LLC

By:
Name:
Title:

MERGING COMPANY:

CLAREMEDICA HEALTH GROUP, LLC

By: 
Name: Jose A. Goethon
Title: President, COO

IN WITNESS WHEREOF, South Dade Primary Care, LLC has caused the Articles of Merger to be executed on the 30th day of June, 2017.

SURVIVING COMPANY:

SOUTH DADE PRIMARY CARE, LLC

By: 

Name: Leonard Zimmerman
Title: MANAGER

MERGING COMPANY:

CLAREMEDICA HEALTH GROUP, LLC

By: _____

Name: _____

Title: _____

[Signature page to Articles of Merger]