

L180000290258

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2019 FEB 20 AM 8:26

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FEB 21 2019

I ALBRITTON



FLORIDA HEALTHCARE
LAW FIRM
The Law Offices of Jeff Cohen, P.A.

CenterState Bank Building
909 S.E. 5th Avenue, Suite 200
Delray Beach, FL 33483

888 455-7702 (Toll Free)
561 455-7700 (Office)

www.FloridaHealthcareLawFirm.com

January 30, 2019

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

Re: Merger of Coastal Dialysis Center, Inc. (Document Number P07000040709) into Coastal
Dialysis Center, LLC (Document Number L18000290258)

Dear Sir or Madam:

Enclosed herewith are Articles of Merger and Plan of Merger for the above-referenced
entities. Also enclosed is a check in the amount of \$78.75, \$35.00 for each the merging party and
the surviving party, and \$8.75 for a certified copy.

Please return a certified copy of the enclosed to:

Susan L. St. John, Esq.
909 SE 5th Avenue, Suite 200
Delray Beach, FL 33483
susan@floridahealthcarelawfirm.com

If you have any questions or need further information concerning this matter, please call
me at (561) 455-7700.

Sincerely,


Susan L. St. John

Enclosures

cc: Abbas Rabiei, M. D.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 8, 2019

SUSAN L. ST. JOHN, ESQ.
909 SE 5TH AVENUE
STE. 200
DELRAY BEACH, FL 33483

SUBJECT: COASTAL DIALYSIS CENTER, LLC
Ref. Number: L18000290258

We have received your document for COASTAL DIALYSIS CENTER, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Articles of Merger can not be listed as an exhibit.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 319A00002775

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2019 FEB 20 PM 12:24

SECRETARY OF STATE
TALLAHASSEE, FL

**ARTICLES OF MERGER FOR
COASTAL DIALYSIS CENTER, INC.
INTO
COASTAL DIALYSIS CENTER, LLC**

The following Articles of Merger are submitted to merge the following Florida Profit Corporation in accordance with Section 607.1109, Florida Statutes.

1. The name of the merging party is Coastal Dialysis Center, Inc., a Florida for profit corporation. Its document number is P07000040709. Its date of incorporation was April 2, 2007. The address of the merging party is 641 University Blvd., Suite 209, Jupiter, FL 33458.
2. The name of the surviving party is Coastal Dialysis Center, LLC, a Florida limited liability company. Its document number is L18000290258. Its date of organization was December 20, 2018. The address of the surviving party is 641 University Blvd., Suite 209, Jupiter, FL 33458.
3. The attached Plan of Merger was approved by the merging party and the surviving party and by Coastal Dialysis Center Holdings, LLC, the parent company to the merging party and the surviving party. The merging party and the surviving party are both wholly owned by Coastal Dialysis Center Holdings, LLC. The sole member and manager of Coastal Dialysis Center Holdings, LLC, is Abbas Rabiei, M. D.
4. The attached Plan of Merger has been approved by all the parties.
5. The merger shall be effective upon filing of the Articles of Merger and Plan of Merger with the Florida Department of State.

The undersigned has caused the Articles of Merger and attached Plan of Merger to be filed with the Florida Department of State.

PARENT COMPANY

Coastal Dialysis Center Holdings, LLC

By: 

Abbas Rabiei, M. D., Manager

SURVIVING ENTITY

Coastal Dialysis Center, LLC

By: 

Abbas Rabiei, M. D. Manager
and Authorized Representative of
Coastal Dialysis Center Holdings, LLC

MERGED ENTITY

Coastal Dialysis Center, Inc.

By: 

Abbas Rabiei, M. D., President

FILED
2019 FEB 20 AM 8:57
CLERK OF DISTRICT COURT
JACKSONVILLE, FL

PLAN OF MERGER FOR
COASTAL DIALYSIS CENTER, INC.
INTO
COASTAL DIALYSIS CENTER, LLC

This Plan of Merger (the "Plan") has been adopted and approved by the sole Shareholder of Coastal Dialysis Center, Inc. (the "Corporation"), as provided in that certain Written Consent of the Shareholder dated January 25, 2019, to which a specimen of this Plan was attached, and is for the purpose of effecting a merger of the Corporation into Coastal Dialysis Center, LLC, a Florida limited liability company (the "Company") in accordance with Sections 607.1108 and 607.1109, Florida Statutes (the "Applicable Laws").

A. Coastal Dialysis Center, Inc. and Coastal Dialysis Center, LLC are both subsidiaries of Coastal Dialysis Center Holdings, LLC (the "Parent Company"). Coastal Dialysis Center Holdings, LLC is the sole shareholder of Coastal Dialysis Center, Inc., and is the sole member in Coastal Dialysis Center, LLC.

B. The name of the merging entity is Coastal Dialysis Center, Inc., a Florida for profit corporation.

C. The name of the surviving entity is Coastal Dialysis Center, LLC, a Florida limited liability company.

D. The merger of Coastal Dialysis Center, Inc., into Coastal Dialysis Center, LLC has been duly approved and authorized by the Coastal Center Holdings, Inc. and its Shareholder in accordance with Applicable Laws.

NOW THEREFORE, intending to comply with the Applicable Laws, the Corporation hereby adopts the following Plan:

1. Merger

1.1. Coastal Dialysis Center, Inc., shall be merged into Coastal Dialysis Center, LLC in accordance with the Applicable Laws (the "Merger"), effective on the latter of the date upon which the Articles of Merger are filed with the Florida Secretary of State ("Effective Time"). Coastal Dialysis Center, Inc., shall cease to exist upon merger.

1.2. All title to all real estate and other property, or any interest therein, owned by Coastal Dialysis Center, Inc., shall vest in Coastal Dialysis Center, LLC without reversion or impairment upon the Effective Time.

1.3. Coastal Dialysis Center, LLC, shall, upon the Effective Time, and thenceforth, be responsible and liable for all the liabilities and obligations of Coastal Dialysis Center, Inc.

1.4. Any claim or action against Coastal Dialysis Center, Inc., continues against Coastal Dialysis Center, LLC.

1.5. Neither the rights of creditors nor any liens upon the property of Coastal Dialysis Center, Inc., shall be impaired by the Merger. Creditors or lienholders of Coastal Dialysis Center, Inc., shall become creditors or lienholders against Coastal Dialysis Center, LLC.

1.6. Coastal Dialysis Center, LLC shall retain Coastal Dialysis Center, Inc.'s tax identification number.

1.7. The articles of organization of Coastal Dialysis Center, LLC, shall not require amendment.

2. **Manner and Basis of Converting Shares.**

2.1. All shares held by Parent in Coastal Dialysis Center, Inc., shall be converted into equivalent membership units of Coastal Dialysis Center, LLC. Subsequent to the Merger, the Parent Company will continue to hold one hundred percent of the membership interest of Coastal Dialysis Center, LLC and Coastal Dialysis Center, Inc., shall cease to exist.

2.2. The Parent's right to acquire shares, interests, obligations, or other securities in Coastal Dialysis Center, Inc., shall be converted to rights to acquire interests, shares, obligations or other securities of Coastal Dialysis Center, LLC, on the same basis and in a manner consistent with Parent's rights under Coastal Dialysis Center, Inc.'s bylaws prior to the merger.

3. **Management of the Surviving Entity.**

3.1. The name and address of the manager of the surviving entity is Coastal Dialysis Center Holdings, LLC, located at 641 University Blvd., Suite 209, Jupiter, FL 33458.

3.2. If, as of the Effective Time, Coastal Dialysis Center, LLC has not adopted an operating agreement, then Coastal Dialysis Center, Inc.'s bylaws shall govern the surviving party, Coastal Dialysis Center, LLC, unless in conflict with Florida's Revised Limited Liability Company Act and this Plan, until such time as an operating agreement is adopted by Coastal Dialysis Center, LLC.

4. **Miscellaneous.**

4.1. **Further Assurances and Titling of Assets; Same Entity.** On and after the Effective Time, the respective officers of the merging entity and the surviving entity shall take all such further actions and execute, acknowledge and deliver all such further instruments and documents as may be necessary or desirable to convey and transfer to, and vest in, the Coastal Dialysis Center, LLC, and to protect its right, title and interest in and to, and enjoyment of, the assets, properties and business of Coastal Dialysis Center, Inc., and as may otherwise be appropriate to carry out the transactions provided for in this Plan. Without limiting the foregoing, if at any time after the Effective Time, Coastal Dialysis Center, LLC shall determine that it is advisable to perfect, confirm, evidence or otherwise formalize, including by public filings (including real estate title recordation offices), bills of sale, assignments or other actions or instruments, the continued vesting in Coastal Dialysis Center, LLC of Coastal Dialysis Center, Inc.'s right, title or interest to any of its real estate and other assets, claims or rights as a result of the Merger, or to otherwise carry out the Merger, then an officer of Coastal Dialysis Center, LLC shall execute and deliver in the name and on behalf of Coastal Dialysis Center, Inc., all such documents and instruments, and to take all such other actions, as may be necessary to so formalize such transfers. The act of executing and delivering any such instrument shall not be construed for any purpose as treating the Merger as

ineffective or negate the cessation of Coastal Dialysis Center, Inc., it being the intent that Applicable Laws shall control the determination that Coastal Dialysis Center, Inc., has been fully merged into Coastal Dialysis Center, LLC, the surviving entity.

4.2. Modification, Termination, or Waiver. This Plan may be amended, modified, abandoned, superseded or terminated in a writing signed by a majority in interest of the directors and/or shareholders of the Corporation after the Effective Time.

4.3. Notices. Any notice or other communication required, or which may be given hereunder, shall be in writing and either be delivered personally to the addressee or mailed, by express, certified or registered mail, postage prepaid, and shall be deemed given when so delivered personally, or if mailed, three days after the date of mailing.

4.4. Binding Effect and Assignment. This Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties hereto.

4.5. Entire Plan. This Plan contains all of the provisions for a Plan of Merger under the Applicable Laws, and there are no other conditions, terms, understandings or agreements concerning the Merger other than those set forth herein.

4.6. Governing Law. This Plan shall be governed by, and construed in accordance with, the Applicable Laws.

4.7. Section Headings. The section headings contained in this Plan are inserted for convenience of reference only and shall not affect the meaning or interpretation of this Plan.

The undersigned has caused this Plan of Merger to be executed as of the day and year first written above.

PARENT COMPANY

Coastal Dialysis Center Holdings, LLC

By: _____

Abbas Rabiei, M. D., Manager

SURVIVING ENTITY

Coastal Dialysis Center, LLC

By: _____

Abbas Rabiei, M. D. Manager of
Coastal Dialysis Center Holdings, LLC

MERGED ENTITY

Coastal Dialysis Center, Inc.

By: _____

Abbas Rabiei, M. D., President

ACTION BY WRITTEN CONSENT

The undersigned, being the parent company (the "Parent") of Coastal Dialysis Center, Inc., a Florida corporation (the "Corporation") and Coastal Dialysis Center, LLC (the "Company"), hereby consents to the following:

WHEREAS, Parent is wholly owned by Abbas Rabiei, M. D. its sole Member.

WHEREAS, Corporation and Company are wholly owned subsidiaries of Parent.

WHEREAS, in furtherance of corporate reorganization, Parent has determined that it is in the best interest of the Corporation to merge it into Company, with Company surviving the merger; and

WHEREAS, Parent acknowledges and agrees that, upon the filing of the Articles of Merger and Plan of Merger attached hereto, that by operation of law, all of the assets, liabilities, obligations, contracts, and other attributes of Corporation shall transfer to Company, including Corporation's tax identification number; and

WHEREAS, the merger shall become effective upon filing the Articles of Merger and Plan of merger with the Florida Department of State and Corporation shall cease to exist.

NOW, THEREFORE, be it

RESOLVED, that the Parent's member and Parent, Corporation's President and Company's Manager hereby ratify, approve and confirm the merger of Corporation into Company pursuant to the terms and conditions of the Plan of Merger attached hereto; and be it

FURTHER RESOLVED, that the Parties hereby authorize and empower the execution, delivery and performance of the Articles of Merger and Plan of Merger and any documents contemplated therein; and be it

FURTHER RESOLVED, that Abbas Rabiei, M. D. is empowered, for and on behalf of the Parent, the Corporation, and the Company to execute the Articles of Merger and Plan of Merger and any other documents contemplated therein and related to the merger.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent as of this 25th day of January, 2019.

PARENT COMPANY

Coastal Dialysis Center Holdings, LLC

By: [Signature]
Abbas Rabiei, M. D., Manager

SURVIVING ENTITY

Coastal Dialysis Center, LLC

By: [Signature]
Abbas Rabiei, M. D. Manager of
Coastal Dialysis Center Holdings, LLC

MERGED ENTITY

Coastal Dialysis Center, Inc.

By: [Signature]
Abbas Rabiei, M. D., President