

L1900023664S

Florida Department of State

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**MERGER OR SHARE EXCHANGE
SIMMONS DENTISTRY LLC**

Certificate of Status	0
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Page Count	04
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**ARTICLES OF MERGER
OF
SIMMONS DENTISTRY LLC
AND
4541 N. DAVIS HWY 6B, LLC**

The following articles of merger are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to §605.1025, Florida Statutes.

ARTICLE I – SURVIVING LIMITED LIABILITY COMPANY

The name of the surviving limited liability company is SIMMONS DENTISTRY LLC (Document # L19000236645), which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING LIMITED LIABILITY COMPANY

The name of the merging limited liability company is 4541 N. DAVIS HWY 6B, LLC (Document # L14000012554) which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective on the date of filing of these Articles of Merger with the Florida Secretary of State.

**ARTICLE V- ADOPTION OF MERGER BY SURVIVING LIMITED LIABILITY
COMPANY AND MERGING LIMITED LIABILITY COMPANY**

The merger was approved by each domestic merging entity that is a limited liability company in accordance with §§ 605.1021-605.1026, Florida Statutes; and by Neil Simmons and Allison Simmons, which are the sole Interest holders (as defined in § 605.0102(31) Florida

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Statutes) of Simmons Dentistry LLC. Simmons Dentistry LLC is the sole member and sole Interest Holder of 4541 N. Davis Hwy 6B, LLC.

ARTICLE VI- APPRAISAL RIGHTS

To the extent applicable, each entity agrees to pay any members with appraisal rights the amount, to which members are entitled under §§ 605.1006 and 605.1061-605.1072, Florida Statutes.

Executed this 28th day of May, 2020.

By: Neil Simmons
Neil Simmons, as Manager of
Simmons Dentistry, LLC on behalf
of Simmons Dentistry, LLC for itself
and as the sole member of 4541 N. Davis
Hwy 6B, LLC

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PLAN OF MERGER

This Plan of Merger (this "**Plan of Merger**") is by and between 4541 N. DAVIS HWY 6B, LLC, a Florida limited liability company ("**4541**"), formed on January 22, 2014, and SIMMONS DENTISTRY LLC, a Florida limited liability company ("**Simmons Dentistry**") formed on September 27, 2019.

WITNESSETH:

WHEREAS, 4541 is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida with Simmons Dentistry being its sole member;

WHEREAS, 4541 has no options or warrants issued and outstanding;

WHEREAS, Simmons Dentistry is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida with Neil Simmons and Allison Simmons being its sole members (the "**Simmons Dentistry Members**");

WHEREAS, Simmons Dentistry has no options or warrants issued and outstanding;

WHEREAS, the Simmons Dentistry Members have determined that it is advisable and in the best interests of Simmons Dentistry for 4541 to merge with and into Simmons Dentistry upon the terms and conditions set forth herein;

WHEREAS, Simmons Dentistry, as the sole member of 4541, has determined that it is advisable and in the best interests of 4541 for 4541 to merge with and into Simmons Dentistry upon the terms and conditions set forth herein;

WHEREAS, Simmons Dentistry and the Simmons Dentistry Members have approved the merger, the Articles of Merger and this Plan of Merger; and

NOW, THEREFORE, for and in consideration of the mutual premises contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The following plan of merger is submitted in compliance with §617.1105, Florida Statutes.
2. The name of the surviving limited liability company is SIMMONS DENTISTRY LLC (Document # L19000236645), which was formed under the laws of and is subject to the jurisdiction of Florida.

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3. The name of the merging limited liability company is 4541 N. DAVIS HWY 6B, LLC (Document #L14000012554) which was formed under the laws of and is subject to the jurisdiction of Florida.

4. The merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time").

5. At the Effective Time, 4541 N. DAVIS HWY 6B, LLC (Document #L14000012554) shall be merged with and into SIMMONS DENTISTRY LLC (Document #L19000236645) with Simmons Dentistry LLC being the surviving limited liability company. The separate corporate existence of 4541 shall cease at the Effective Time, and all assets, liabilities, rights, privileges and franchises of 4541 shall inure to Simmons Dentistry. The Membership Interests of 4541 shall be extinguished at the Effective Time.

Executed this ^{2^{am}} day of May, 2020.

By: Neil Simmons
Neil Simmons, as Manager of
Simmons Dentistry, LLC on behalf
of Simmons Dentistry, LLC for itself
and as the sole member of 4541 N. Davis
Hwy 6B, LLC

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