

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H23000020855 3)))



H230000208553ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
 Fax Number : (850)617-6380

From:

Account Name : GREEN SCHOENFELD & KYLE LLP
 Account Number : I20000000177
 Phone : (239)936-7200
 Fax Number : (239)936-7997

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE
LEVINE ORTHODONTICS, PLLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

FILED
 2023 JAN 13 AM 10:16
 FLORIDA DEPARTMENT OF STATE
 TALLAHASSEE, FL

1/18/2023

Cover sheet shows fax # 850-617-6380.
This letter shows fax # 850-617-6381.
~~Am~~ Am sending to both
fax #s just in case.



January 17, 2023

FLORIDA DEPARTMENT OF STATE
Division of CorporationsLEVINE ORTHODONTICS, PLLC
P.O. BOX 60124
FORT MYERS, FL 33906SUBJECT: LEVINE ORTHODONTICS, PLLC
REF: L22000395202

1/18/2023
Pls see attached
corrected cover
sheet from LLC
section.
The "Abandoned"
cover sheet is on
the last page.
Thanks for your help.
[Signature]

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

The electronic filing cover sheet submitted with your document reflects the incorrect type of document. The cover sheet must reflect the type of document you are filing. Please generate a new fax audit cover sheet under the appropriate document type. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

You will need to download the form under the limited liability company.

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

Claretha Golden
Regulatory Specialist IIFAX Aud. #: H23000017315
Letter Number: 723A00001138FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

2023 JAN 13 AM 10:16

FILED

ARTICLES OF MERGER

of

ALEXANDER D. LEVINE, D.M.D., P.A.
a Florida professional association

into

LEVINE ORTHODONTICS, PLLC
a Florida professional limited liability company

220-98815
22-395202

THESE ARTICLES OF MERGER are hereby entered by and between Alexander D. Levine, D.M.D., P.A., a Florida professional association, whose principal office is 4105 W. Riverside Drive, Fort Myers, Florida 33901, and Levine Orthodontics, PLLC, a Florida professional limited liability company, whose principal office is 1380 Royal Palm Square Boulevard, Fort Myers, Florida 33919.

Under Sections 605.1025 and 607.1105 of the Florida Statutes, Alexander D. Levine, D.M.D., P.A. and Levine Orthodontics, PLLC adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated effective as of January 16, 2023 ("Plan of Merger") between Alexander D. Levine, D.M.D., P.A. and Levine Orthodontics, PLLC was approved and adopted by the shareholders and directors of Alexander D. Levine, D.M.D., P.A. on January 16, 2023 in accordance with its governing documents and Florida law, and was approved and adopted by the members and managers of Levine Orthodontics, PLLC on January 16, 2023 in accordance with its governing documents and Florida law.

2. Under the Plan of Merger, Alexander D. Levine, D.M.D., P.A. will be merged into Levine Orthodontics, PLLC, with Levine Orthodontics, PLLC being the surviving entity and with all the authorized, issued and outstanding shares of common stock of Alexander D. Levine, D.M.D., P.A. held by its sole shareholder, Alexander D. Levine, D.M.D., being merged into the membership units / interests of Levine Orthodontics, PLLC held by its sole member, Alexander D. Levine, D.M.D. (the "Merger").

3. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference, with the effective date of the merger being January 16, 2023.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on January 16, 2023.

Alexander D. Levine, D.M.D., P.A., a Florida
professional association

By: Alex Levine
Alexander D. Levine, President

Levine Orthodontics, PLLC, a Florida professional
limited liability company

By: Alex Levine
Alexander D. Levine, Manager

2023 JAN 13 AM 10:16
FILED

Exhibit A to Articles of Merger

Agreement and Plan of Merger

FILED
2023 JAN 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FL

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made effective as of January 2023 (the "Effective Date"), by and among:

- (i) Alexander D. Levine, D.M.D., P.A., a Florida professional association ("PA"); and
- (ii) Levine Orthodontics, PLLC, a Florida professional limited liability company ("PLLC").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Sections 605.1025 and 607.1105 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable the PA be merged into the PLLC pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

WHEREAS, it is the intent of the parties hereto the authorized, issued and outstanding shares of common stock of the PA shall be merged into the membership units of the PLLC;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of the PA shall cease; the authorized, issued and outstanding shares of common stock of the PA shall be merged into the membership units of the PLLC; and the authorized, issued and outstanding shares of common stock of the PA shall thereafter be deemed cancelled. Upon the filing of Articles of Merger and this Agreement with the State of Florida, the PLLC shall possess all of the rights, privileges, immunities, powers, and purposes, and all of the property, real and personal, causes of action, and every other asset of the PA, and shall assume and be liable for all of the liabilities, obligations, and penalties of the PA, in accordance with the Florida Revised Limited Liability Company Act.
2. **Continuation of PLLC.** Following the merger, the existence of the PLLC shall continue unaffected and unimpaired by the merger, with all the rights, privileges, immunities, and powers, and subject to all the duties and liabilities, of a professional limited liability company organized under the laws of the State of Florida; the Articles of Organization and the Operating Agreement of the PLLC, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger; the members and managers of the LLC in office immediately prior to the Effective Date shall continue in office as the members and managers of the PLLC without impairment; but the membership units of the PLLC shall henceforth be owned as follows and any of the PLLC's managers may cause the PLLC to issue new membership unit certificates, as necessary in his or her discretion, to document and effectuate such ownership:

Member

Alexander D. Levine, D.M.D.

Membership Units

One Hundred (100)

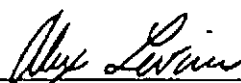
FILED

2023 JAN 13 AM 10:16
CLERK OF COURT
TALLAHASSEE, FL

3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the shareholders and directors of the PA and the members and managers of the PLLC.


IN WITNESS WHEREOF, the parties have entered this Agreement effective as of the Effective Date.

Alexander D. Levine, D.M.D., P.A., a Florida
professional association

By: 
Alexander D. Levine, Sole Shareholder and
Director

Dated Effective: January 16, 2023

Levine Orthodontics, PLLC, a Florida
professional limited liability company

By: 
Alexander D. Levine, Sole Member and
Manager

Dated Effective: January 16, 2023

FILED
2023 JAN 13 AM 10:16
CLERK OF STATE
TALLAHASSEE, FL