

Division of Corporations

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L98000003414

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

NEUROSCIENCE AND SPINE ASSOCIATES, L.L.C.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

NEUROSCIENCE AND SPINE ASSOCIATES, A FLORIDA GENERAL
PARTNERSHIP

,

INTO

NEUROSCIENCE AND SPINE ASSOCIATES, P.L., a Florida entity,
L98000003414

File date: December 30, 1998

Corporate Specialist: Diane Cushing

FAX AUDIT NO. H98000024275

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Neuroscience and Spine Associates, L.L.C. 670 Goodlette Road North Naples, Florida 34102 Florida Document/Registration Number: L98000003414	Florida	Limited Liability Company FEI Number: N/A
2. Neuroscience and Spine Associates 670 Goodlette Road North Naples, Florida 34102 Florida Document/Registration Number: G97086000169	Florida	General Partnership FEI Number: 65-0703990

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Neuroscience and Spine Associates, L.L.C. 670 Goodlette Road North Naples, Florida 34102 Florida Document/Registration Number: L98000003414	Florida	Limited Liability Company FEI Number: N/A

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that

Prepared by: Thomas P. Clark, Esquire
Florida Bar Number: 0510114
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is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of: 12:01 a.m., January 1, 1999.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

THE SURVIVING PARTY:

Neuroscience and Spine Associates, L.L.C.,
a Florida Limited Liability Company

By: The F. Desmond Hussey III, M.D., Professional
Association, Member

By: 
F. Desmond Hussey III, M.D., President

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THE DISAPPEARING PARTY:

Neuroscience and Spine Associates,
a Florida general partnership of professional service
corporations

By: The F. Desmond Hussey III, M.D., Professional
Association, Managing Partner

By: 
F. Desmond Hussey III, M.D., President

By: ~~Neurology~~ Center of Naples, P.A.,
a Florida Professional Service Corporation
Partner

By: 
Joseph Kandel, M.D., President

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PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Neuroscience and Spine Associates, L.L.C. a Florida limited liability company (the "Company")	Florida
Neuroscience and Spine Associates, a Florida general partnership of professional service corporations (the "Partnership")	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Neuroscience and Spine Associates, L.L.C. a Florida limited liability company	Florida

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

1. **Merger.** In accordance with the provisions of the Florida Limited Liability Company Act, the Partnership shall merge with and into the Company (the "Merger") at the "Effective Time" (as hereinafter defined), the separate existence of the Partnership shall cease, and the Company shall survive the Merger and continue to exist as the surviving company (the "Surviving Company").

2. **Effective Time.** The Merger shall become effective as of 12:01 a.m., January 1, 1999 (the "Effective Time").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Limited Liability Company Act and the Florida Revised Uniform Partnership Act of 1995.

4. **Managing Members and Officers.** The managing members and officers of the Company in office at and as of the Effective Time shall remain the managing members and officers of the Company following the Effective Time retaining their respective positions and terms of office.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged

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party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The Partnership Interest of each Partner as a Partner of the Partnership at and as of the Effective Time shall be canceled of record and cease to exist. The Membership Interest of each Partner as a Member of the Company at and as of the Effective Time shall remain the same following the Effective Time.

- B. There are no authorized or outstanding rights to acquire interests, shares, obligations or other securities of either merged party. Therefore, there is no manner or basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and addresses of the general partner(s) are as follows: Not Applicable.

If General Partner is a Non-Individual,

Name(s) and Addresses of General Partner(s)

Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and addressees of the manager(s) are as follows: Not Applicable.

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows: Not Applicable.

EIGHTH: Other provisions, if any, relating to the merger:

The Articles of Organization of the Company shall be amended and restated as follows:

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
NEUROSCIENCE AND SPINE ASSOCIATES, L.L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 608.411 of the Florida Limited Liability Company Act, the following Amended and Restated Articles of Organization of Neuroscience and Spine Associates, a Florida limited liability company, whose original Articles of Organization were filed on December 29, 1998, are hereby adopted:

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**ARTICLE I
NAME**

The name of the company shall be Neuroscience and Spine Associates, P.L., a Florida professional limited liability company.

**ARTICLE II
DURATION AND CONTINUATION OF BUSINESS**

The company shall exist from the date of filing these Articles of Organization with the Department of State and shall be dissolved upon the occurrence of any one or more of the following events: (a) the unanimous written consent of the members to dissolve, wind up, and liquidate the company; (b) the death, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company, unless the remaining members consent and elect to continue the business of the company; (c) a judicial determination that an event has occurred that makes it unlawful, impossible, or impractical to carry on the business of the company; (d) the occurrence of any other event specified in the regulations of the company that requires the company to dissolve, wind up, and liquidate; or (e) the occurrence of any other event specified in Florida Statutes Section 608.441, as the same may be amended from time to time, or any corresponding provision of succeeding law, that requires the company to dissolve, wind up, and liquidate.

**ARTICLE III
ADDRESS; PRINCIPAL OFFICE**

The mailing and street address of the principal office of the Company is 670 Goodlette Road North, Naples, Florida 34102.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent is F. Desmond Hussey III, M.D. The initial registered agent's address is 670 Goodlette Road North, Naples, Florida 34102.

**ARTICLE V
RESTRICTIONS ON MEMBERSHIP;
ADMISSION OF ADDITIONAL MEMBERS**

No person may be admitted to the company as a member unless such person is licensed to practice medicine in the State of Florida, and, except as otherwise provided in the regulations of the company, each member consents in writing to the admission of such person as an additional member of the company. A member's interest in the company may not be sold or otherwise transferred to any person unless such person is licensed to practice medicine in the State of Florida, and, except as otherwise provided in the regulations of the company, each member consents in writing to such sale or transfer.

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**ARTICLE VI
MANAGEMENT OF THE COMPANY**

The management of the company is reserved to the members. The names and addresses of the initial managing members of the company are as follows:

<u>Name</u>	<u>Address</u>
Beauregard L. Bercaw, M.D., P.A.	670 Goodlette Road North Naples, Florida 34102
David B. Sudderth, M.D., P.A.	670 Goodlette Road North Naples, Florida 34102
Michael A. Novak, M.D. P.A.	670 Goodlette Road North Naples, Florida 34102
Michael D. Lusk, M.D., P.A.	670 Goodlette Road North Naples, Florida 34102
Neurology Center of Naples, P.A.	670 Goodlette Road North Naples, Florida 34102
The F. Desmond Hussey III, M.D. Professional Association	670 Goodlette Road North Naples, Florida 34102
Thomas C. Morell, M.D., P.A.	670 Goodlette Road North Naples, Florida 34102

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Thereafter, the number of managing members shall be fixed by, or in the manner provided in, the regulations of the company, but shall never be less than one.

**ARTICLE VII
PURPOSE**

The company is hereby organized as a Florida professional limited liability company under the Florida Limited Liability Company Act and the Florida Professional Service Corporation and Limited Liability Company Act for the purpose of engaging in each and every aspect of the general practice of medicine for profit which is authorized by the members of the company and which is lawful for a professional limited liability company so organized, but only through its members, officers, employees, and agents who are duly licensed or otherwise legally authorized to render such professional services, and in any and every other activity permitted from time to time for which a professional limited liability company so organized may engage.

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**ARTICLE VIII
REGULATIONS**

The power to adopt, alter, amend, or repeal the regulations of the company shall be vested in the members of the company.

**ARTICLE IX
AMENDMENT**

The power to alter or amend these Articles of Organization shall be vested in the members of the company as provided in the regulations thereof.

IN WITNESS WHEREOF, the undersigned have caused this Plan of Merger to be made and entered into as of this 30th day of December, 1998.

THE COMPANY:

Neuroscience and Spine Associates, L.L.C.,
a Florida Limited Liability Company

By: The F. Desmond Hussey III, M.D., Professional
Association, Member

By: 
F. Desmond Hussey III, M.D., President

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THE PARTNERSHIP:

Neuroscience and Spine Associates,
a Florida general partnership of professional service
corporations

By: The F. Desmond Hussey III, M.D., Professional
Association, Managing Partner

By:  F. Desmond Hussey III, M.D., President

By: Neurology Center of Naples, P.A.,
a Florida Professional Service Corporation
Partner

By:  Joseph Kandel, M.D., President

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