

MISD000003003

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

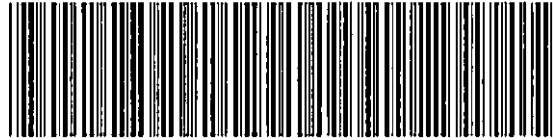
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400330486914

19 JUN 10 PM 4:17

2019 JUN 13 PM 8:22

Merger

JUN 13 2019

I ALBRITTON

JA

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 798065 4304756

AUTHORIZATION

[Handwritten signature]

COST LIMIT : \$ 50.00

ORDER DATE : June 10, 2019

ORDER TIME : 3:54 PM

ORDER NO. : 798065-005

CUSTOMER NO: 4304756

ARTICLES OF MERGER

DERMATOLOGY MANAGEMENT
SERVICES GROUP, LLC

INTO

SPC DERMATOLOGY MANAGEMENT,
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS:

[Handwritten initials "LC" inside a circle]



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 11, 2019

CORPORATION SERVICE COMPANY
% LYDIA COHEN
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: SPC DERMATOLOGY MANAGEMENT, LLC
Ref. Number: M18000003003

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

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: 519A00011633

RECEIVED
DIVISION OF STATE
19 JUN 12 PM 4:12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SPC Dermatology Management, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

jason.wolfe@sgep.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person at ()
Area Code Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Dermatology Management Services Group, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
SPC Dermatology Management, LLC	Delaware	Limited Liability Company
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

2013 JUL 19 AM 8:22
111-211

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

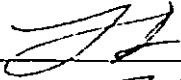
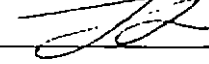
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Dermatology Management Services Group, LLC		Leo Helmers
SPC Dermatology Management, LLC		Leo Helmers

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

AGREEMENT AND PLAN OF MERGER
OF
DERMATOLOGY MANAGEMENT SERVICES GROUP, LLC,
a Florida limited liability company,
WITH AND INTO
SPC DERMATOLOGY MANAGEMENT, LLC,
a Delaware limited liability company

This Agreement and Plan of Merger (this "Agreement") is entered into as of June 10, 2019, by and between Dermatology Management Services Group, LLC, a Florida limited liability company ("DMSG"), and SPC Dermatology Management, LLC, a Delaware limited liability company ("SPC").

Recitals

WHEREAS, DMSG is wholly owned by SPC; and

WHEREAS, the Board of Managers of SPC and the sole member of DMSG have adopted resolutions approving this Agreement in accordance with the Delaware Limited Liability Company Act (the "Delaware Act"), and the Florida Revised Limited Liability Company Act (the "Florida Act").

Agreement

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. DMSG and SPC (such parties collectively referred to as the "Constituent Entities") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Agreement.

2. Merger. At the Effective Time (as defined herein), DMSG shall be merged with and into SPC (the "Surviving Entity").

3. Filings and Effective Time. The Certificate of Merger required to be filed with the Secretary of State of the State of Delaware in accordance with the Delaware Act shall be delivered to the appropriate Delaware state officials for filing. The Articles of Merger required to be filed with the Secretary of State of the State of Florida in accordance with the Florida Act shall be delivered to the appropriate Florida state officials for filing. The Merger shall become effective upon the latest of such filings or at such later time as may be specified in the filings (the "Effective Time").

4. Organizational Documents. At the Effective Time, the Amended and Restated Limited Liability Company Agreement, dated as of March 29, 2018, as amended, as in effect immediately prior to the Effective Time, shall be the Limited Liability Company Agreement of the Surviving Entity, without change or amendment until thereafter amended, in accordance with the provisions of the Delaware Act.

5. Officers and Managers. At the Effective Time, the officers and managers of SPC shall be the officers and managers of the Surviving Entity; each such officer and manager shall hold office until his or her resignation or removal, in accordance with the Limited Liability Company Operating Agreement of the Surviving Entity and applicable law.

6. Effect of Merger. At the Effective Time, the Merger shall have the effects set forth in the Delaware Act and the Florida Act.

7. Securities. At the Effective Time, all of the membership interests of DMSG that are issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist. At the Effective Time, all of the issued and outstanding membership interests of SPC shall continue to be issued and outstanding and shall represent membership interests of the Surviving Entity.

8. Amendment or Termination. Notwithstanding member approval of this Agreement, this Agreement may be amended or terminated at any time prior to the Effective Time by agreement of the Boards of Managers/ sole member of the Constituent Entities.

9. Further Assurances. Each of the Constituent Entities shall use its best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Agreement. If at any time the Surviving Entity, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of DMSG acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement, DMSG and its officers and managers or directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Entity and otherwise to carry out the purposes of this Agreement; and the officers and managers of the Surviving Entity are fully authorized in the name of the Subsidiaries or otherwise to take any and all such action.


10. Counterparts. This Agreement may be executed in two or more counterparts, including by facsimile transmission, each of which shall be deemed an original and all of which together shall constitute one and the same agreement.

[SIGNATURE PAGE FOLLOWS]


IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement of Merger
as of June __, 2019.

**DERMATOLOGY MANAGEMENT
SERVICES GROUP, LLC,**
a Florida limited liability company

By: SPC DERMATOLOGY MANAGEMENT,
LLC
Its: Sole Member

By: 
Name: Leo Helmers
Title: Treasurer

SPC DERMATOLOGY MANAGEMENT, LLC,
a Delaware limited liability company

By: 
Name: Leo Helmers
Title: Treasurer