

N9300004260

Florida Department of State
Division of Corporations
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(((H19000368572 3)))



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

From:
Account Name : JOHNSON, POPE, BOXOR, RUPPEL & BURNS, LLP
Account Number : 076666002140
Phone : (727)461-1818
Fax Number : (727)441-8617

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

Email Address: Sandra@jpfirm.com 813/501-3907

FILED
20 JAN 30 PM 11:43
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**MERGER OR SHARE EXCHANGE
UNIVERSITY COMMUNITY INDEPENDENT PRACTICE
ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	7
Estimated Charge	\$70.00

JAN 31 2020

EFFECTIVE DECEMBER 31, 2019

at 01/30/2020 Resend to correct attached errors. Sandra Baker

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1/30/2020 1:03:57 PM PAGE 1/001 Fax Server



January 30, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JOHNSON POPE BOKOR

SUBJECT: UNIVERSITY COMMUNITY INDEPENDENT PRACTICE ASSOCIATION, INC.
REF: N93000004260

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.

An individual must sign on behalf of each entity.

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

Terri J. Schroeder
Regulatory Specialist III
Amendment Section

FAX Aud. #: H19000368572
Letter Number: 920A00002222

#3 corrected

850-817-8381

1/7/2020 1:23:50 PM PAGE 1/001 Fax Server



January 7, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JOHNSON POPE BOROR

SUBJECT: UNIVERSITY COMMUNITY INDEPENDENT PRACTICE ASSOCIATION, INC.
REF: N93000004260

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.

As a condition of a merger, pursuant to s. 507.1622(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.

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

Terri J. Schroeder
Regulatory Specialist III
Amendment Section
Amount charged: 70.00FAX Aud. #:
Letter Number: #20A00000382

#2 corrected



January 6, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JOHNSON POPE BOKOR RUPPEL

SUBJECT: UNIVERSITY COMMUNITY INDEPENDENT PRACTICE ASSOCIATION, INC.
REF: N93000004260

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

The Plan of Merger must be approved by each entity involved.

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

Terri J Schroeder
Regulatory Specialist III
Amendment Section
Amount charged: 70.00

FAX Aud. #: H19000368572
Letter Number: 520A00000254

January 6, 2020

Please see attached the corrected merger documents.

Sandra Baker
Sandra@jpfirm.com 813/501-3907

Thank you.

#1 corrected

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UNIVERSITY COMMUNITY INDEPENDENT PRACTICE ASSOCIATION, INC.

(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JOSEPH RUGG

(Contact Person)

JOHNSON POPE BOKOR RUPPEL & BURNS LLP

(Firm/Company)

401 EAST JACKSON STREET, SUITE 3100

(Address)

TAMPA, FL 33602

(City/State and Zip Code)

For further information concerning this matter, please call:

JOSEPH RUGG

(Name of Contact Person)

At (813) 501-3574 JOER@JPFIRM.COM

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

(((H19000368572 3)))

**ARTICLES OF MERGER
OF
TAMPA BAY PROVIDER GROUP, INC.,**
a Florida for profit corporation,
into its parent corporation
UNIVERSITY COMMUNITY INDEPENDENT PRACTICE ASSOCIATION, INC.,
a Florida Not For Profit Corporation

The following articles of merger are submitted in accordance with Florida Statutes Sections 607.1104, 607.1108, and 607.1109 of the Florida Business Corporation Act, as amended, and Sections 617.1101 and 617.1108 of the Florida Not For Profit Corporation Act, as amended Section 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
University Community Independent Practice Association, Inc. (the "Surviving Corporation")	Florida	N93000004260

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Tampa Bay Provider Group, Inc. (the "Merged Corporation")	Florida	P95000059692

THIRD: The Plan of Merger is attached.

FOURTH: The effective date of the merger shall be December 31, 2019 at 11:59:59 p.m. (the "Effective Date").

FIFTH: The Plan of Merger was adopted on October 1, 2019, by the Board of Directors of the Surviving Corporation and the Board of Directors of the Merged Corporation.

Signed this 26th day of November, 2019, and effective as of the Effective Date.

MERGED CORPORATION:

Tampa Bay Provider Group, Inc.

By: [Signature] 11-21-19
Michael Newton, M.D.

As Director of Merged Corporation

PARENT/SURVIVING CORPORATION

University Community Independent Practice Association, Inc.,

By: [Signature] 11-21-19
Michael Newton, M.D.
As President of Parent /Surviving Corporation

(((H19000368572 3)))

PLAN OF MERGER

In accordance with Florida Statutes Sections 607.1104, 607.1108, and 607.1109 of the Florida Business Corporation Act, as amended (the "FBCA"), and Florida Statutes Sections 617.1101 and 617.1108 of the Florida Not For Profit Corporation Act, as amended (the "FNFPCA"), the following Plan of Merger ("Plan") was adopted on October 1, 2019, by the Board of Directors of **UNIVERSITY COMMUNITY INDEPENDENT PRACTICE ASSOCIATION, INC.**, a Florida Not For Profit Corporation ("Parent" and "Surviving Corporation"), and **TAMPA BAY PROVIDER GROUP, INC.**, a Florida corporation ("Merged Corporation").

BACKGROUND

Parent is a not for profit corporation duly organized and existing under the laws of the State of Florida. Parent's date of incorporation is 09/17/1993, and its Document No. is N93000004260. Parent has no authorized capital stock, but does have members.

Parent owns 100% of the total outstanding shares of common stock in **TAMPA BAY PROVIDER GROUP, INC.**, a Florida for profit corporation ("Subsidiary" and "Merged Corporation").

Subsidiary is a for profit corporation duly organized and existing under the laws of the State of Florida. Subsidiary's date of incorporation is 08/02/1995, and its Document No. is P95000059692.

The Board of Directors of the Surviving Corporation deems it advisable that the Subsidiary merge into the Parent under the laws of the State of Florida, and that Parent shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth in this Plan of Merger (the "Merger").

NOW THEREFORE, the terms and conditions of this Plan of Merger are set forth below:

ARTICLE I CLOSING OF THE MERGER

A. The closing of the Merger (the "Closing") shall take place on the Effective Date specified in Section I.B., below.

B. The Parent shall cause the Merger to be consummated by filing the executed articles of merger (the "Articles of Merger") with the Secretary of State of the State of Florida in accordance with the relevant provisions of the FBCA, FNFPCA, and other applicable Florida Law (a copy of the Articles of Merger are attached hereto as Exhibit A). The Merger is intended to be effective at 11:59.59 p.m. on December 31, 2019, or at such later date as may be determined by Parent and specified in the Articles of Merger in accordance with the applicable law such date as the Merger becomes effective is referred to herein as the "Effective Date").

ARTICLE II EFFECT OF MERGER

A. Upon the Merger becoming effective, the separate existence of the Subsidiary shall cease, and the Parent shall continue and be governed by the laws of the State of Florida as the surviving corporation; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Subsidiary, on whatever account and other choses in action belonging to them shall be taken and be deemed to be transferred to and vested in the Parent, and shall be thereafter as effectively the property of the Parent as they were of the Subsidiary, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Subsidiary shall not revert or be lost or be

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adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Parent; all rights of creditors and all liens upon the property of Subsidiary shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Subsidiary shall thenceforth attach to the Parent and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Parent shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

C. The directors of Parent as of immediately prior to the Effective Time shall be the directors of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

D. The officers of Parent as of immediately prior to the Effective Time shall be the officers of the Surviving Corporation and shall continue to hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.


ARTICLE III MANNER OF CONVERTING SHARES

On the Effective Date, as a result of the Merger and without any action on the part of Parent or Subsidiary, each share of Subsidiary capital stock that is owned by Parent (or treasury stock on the books of Subsidiary) will automatically be cancelled and retired and will cease to exist, and no consideration will be delivered in exchange therefor. Other than Parent, there are no other shareholders of Subsidiary.


THIS PLAN OF MERGER has been adopted by the Board of Directors of Parent as of the date first written above.

Tampa Bay Provider Group, Inc.

University Community Independent Practice
Association, Inc.,

By:  11-21-19
Michael Newton, M.D.

As Director of Merged Corporation

By:  11-21-19
Michael Newton, M.D.
As President of Parent /Surviving Corporation

FILED
20 JAN 30 AM 11:43
CLERK OF DISTRICT COURT
JAN 30 2020

EXHIBIT A

[The Articles of Merger follow this page.]

FILED

20 JAN 30 AM 11:43

STANLEY J. POPE
111 JAN 29 2020



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ARTICLES OF MERGER
OF
TAMPA BAY PROVIDER GROUP, INC.,
a Florida for profit corporation,
into its parent corporation
UNIVERSITY COMMUNITY INDEPENDENT PRACTICE ASSOCIATION, INC.,
a Florida Not For Profit Corporation

.....

The following articles of merger are submitted in accordance with Florida Statutes Sections 607.1104, 607.1108, and 607.1109 of the Florida Business Corporation Act, as amended, and Sections 617.1101 and 617.1108 of the Florida Not For Profit Corporation Act, as amended Section 617.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
University Community Independent Practice Association, Inc. (the "Surviving Corporation")	Florida	N93000004260

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Tampa Bay Provider Group, Inc. (the "Merged Corporation")	Florida	P95000059692

THIRD: The Plan of Merger is attached.

FOURTH: The effective date of the merger shall be December 31, 2019 at 11:59.59 p.m. (the "Effective Date").

FIFTH: The Plan of Merger was adopted on October 1, 2019, by the Board of Directors of the Surviving Corporation and the Board of Directors of the Merged Corporation.

Signed this 26th day of November, 2019, and effective as of the Effective Date.

MERGED CORPORATION:

Tampa Bay Provider Group, Inc.

By:

Michael Newton, M.D.

As Director of Merged Corporation

PARENT/SURVIVING CORPORATION:

University Community Independent Practice Association, Inc.,

By:

Michael Newton, M.D.

As President of Parent /Surviving Corporation

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