

P01000000805

Florida Department of State
Division of Corporations
Public Access System

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.

((H06000022528 3)))

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)205-0380

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH,
Account Number : 076077001702
Phone : (407)841-1200
Fax Number : (407)423-1831

MERGER OR SHARE EXCHANGE

Lowell F. Clark, M.D., P.A.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

RECEIVED

06 FEB - 1 AM 8:00

DIVISION OF CORPORATIONS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2006 FEB - 1 PM 2:28

FILED

Electronic Filing Menu

Corporate Filing Menu

Help



January 26, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LOWELL F. CLARK, M.D., P.A.
212 SOUTH FLORIDA STREET
BUSENELL, FL 33513

SUBJECT: LOWELL F. CLARK, M.D., P.A.
REF: P01000000805

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.

I filed this merger in error today and have corrected the system to reflect the status as it should be before the merger. I hope this has not inconvenienced you in any way.

Section 621.13, Florida Statutes, states that a professional corporation or a professional limited liability company organized under this act shall exchange shares or merge only with other domestic professional corporations or professional limited liability companies organized under this act to render the same specific professional service.

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) 245-6903.

Cheryl Coulliette
Document Specialist

FAX Aud. #: H06000022528
Letter Number: 306A00005723

P.O BOX 6327 - Tallahassee, Florida 32314

(((H06000022528 3)))

ARTICLES OF MERGER
OF SOUTHEASTERN MEDICINE, P.A.
WITH AND INTO LOWELL F. CLARK, M.D., P.A.

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Lowell F. Clark, M.D., P.A.	Florida	P01000000805

SECOND: The name and jurisdiction of each merging corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Southeastern Medicine, P.A.	Florida	P02000013764

THIRD: The Agreement and Plan of Merger is attached and meets the requirements of Section 607.1101, Florida Statutes.

FOURTH: The merger shall become effective as of February 1, 2006.

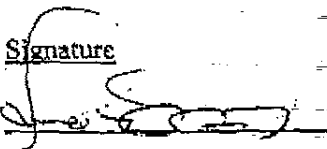
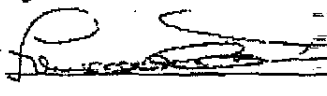
FIFTH: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the Board of Directors and the shareholders of the surviving party on January 31, 2006, in accordance with Chapter 607.1103, Florida Statutes.

SIXTH: Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the Board of Directors and the shareholders of the merging party on January 31, 2006, in accordance with Chapter 607.1103, Florida Statutes.

SEVENTH: Signatures for each corporation:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
Southeastern Medicine, P.A.		Lowell F. Clark President
Lowell F. Clark, M.D., P.A.		Lowell F. Clark President

(((H06000022528 3)))

FILED
 2006 FEB - 1 PM 2:28
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

(((H06000022528 3)))

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 1st day of February, 2006, by and between SOUTHEASTERN MEDICINE, P.A., a Florida professional corporation ("Southeastern Medicine"), and LOWELL F. CLARK, M.D., P.A., a Florida professional corporation (the "P.A.").

Recitals

WHEREAS, the Board of Directors of Southeastern Medicine and the P.A. have resolved that Southeastern Medicine be merged, pursuant to Section 607.1101 of the Florida Business Corporation Act, with and into the P.A., with the P.A. being the "Surviving Corporation".

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.

2. **Merger.** The Board of Directors of Southeastern Medicine and the P.A. hereby agree that Southeastern Medicine, at the Effective Date (as hereinafter defined), shall be merged with and into the P.A. (the "Merger").

3. **Effects of Merger.**

3.1 **Certain Effects of Merger.** On the Effective Date, the separate existence of Southeastern Medicine shall cease and Southeastern Medicine shall be merged with and into the P.A. which, as the Surviving Corporation, shall possess all of the rights, privileges, powers and franchises of a public as well as private nature, and shall be subject to all restrictions, disabilities and duties of Southeastern Medicine and all and singular, the rights, privileges, powers and franchises of Southeastern Medicine and all property, real, personal and mixed, and all debts due to Southeastern Medicine on whatever account, and all other things in action or belonging to Southeastern Medicine shall be vested in the Surviving Corporation, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of the Surviving Corporation as they were of Southeastern Medicine, and the title to any real estate vested by deed or otherwise under the laws of Florida or any other jurisdiction shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Southeastern Medicine shall be preserved unimpaired, and all debts, liabilities and duties of Southeastern Medicine shall thenceforth attach to the Surviving Corporation and may be enforced against the Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Surviving Corporation. At any time, or from time to time, after the Effective Date, the officers of the Surviving Corporation may, in the name of Southeastern Medicine, execute and deliver all such properties, assignments

(((H06000022528 3)))

(((H06000022528 3)))

and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all of Southeastern Medicine's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Corporation; Articles of Incorporation.

4.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be "Lowell F. Clark, M.D., P.A.".

4.2 Articles of Incorporation. The Articles of Incorporation of the P.A., as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Corporation.

4.3 Bylaws. The Bylaws of the P.A., from and after the Effective Date, shall be the Bylaws of the Surviving Corporation until changed or amended in accordance with the terms thereof.

5. Conversion of Stock and Other Securities. The manner and basis of converting the shares of stock of Southeastern Medicine into shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of Southeastern Medicine into rights to acquire shares, obligations, or other securities of the Surviving Corporation or any other corporation or, in whole or in part, into cash or other property, are as follows:

5.1 Southeastern Medicine Common Stock. Because the ownership of the outstanding shares of stock of each of Southeastern Medicine and the P.A. are identical, each share of common stock, \$1.00 par value, of Southeastern Medicine that is outstanding immediately prior to the Merger will be cancelled on the Effective Date and no additional shares of the Surviving Corporation's stock will be issued in exchange therefor.

5.2 P.A. Common Stock. On the Effective Date of the Merger, each share of common stock, \$1.00 par value, of the P.A. issued and outstanding immediately prior to the Merger shall remain issued and outstanding and shall be unchanged as a result of the Merger, and no shares of stock of the P.A. or other forms of consideration will be issued as a result of the Merger.

6. Miscellaneous.

6.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Board of Directors of Southeastern Medicine or the Board of Directors of the P.A., if the Board of Directors of Southeastern Medicine or the Board of Directors of the P.A. duly adopt a resolution abandoning this Agreement and Plan of Merger.

(((H06000022528 3)))

((H06000022528 3)))


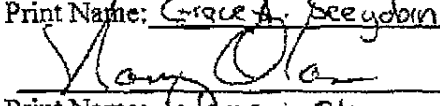
6.2 Effective Date. The Effective Date of the Merger shall be February 1, 2006.

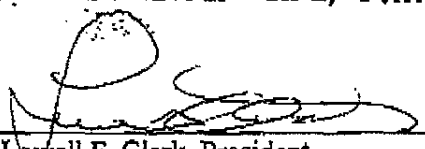
IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

"SOUTHEASTERN MEDICINE"


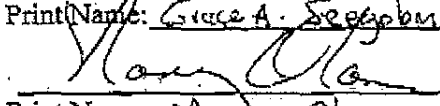
SOUTHEASTERN MEDICINE, P.A.

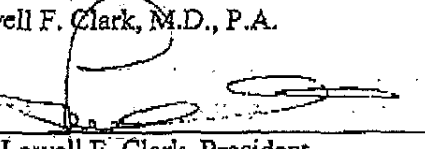

Print Name: Grace A. Seegobin

Print Name: Nancy Olan

By: 
Lowell F. Clark, President

"P.A."

Lowell F. Clark, M.D., P.A.


Print Name: Grace A. Seegobin

Print Name: Nancy Olan

By: 
Lowell F. Clark, President

((H06000022528 3)))