

P01000054110

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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1/4/10

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Heart Center of Charlotte, P.A.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

David A. Holmes, Esquire  
Contact Person

Farr Law Firm  
Firm/Company

99 Nesbit Street  
Address

Punta Gorda, FL 33950  
City/State and Zip Code

dholmes@farr.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Barbara Lockhart  
Name of Contact Person

At ( 941 ) 639-1158  
Area Code & Daytime Telephone Number

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

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

12-31-09

## ARTICLES OF MERGER/CERTIFICATE OF MERGER

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Section 607.1109 of the Florida Statutes.

### ARTICLE I

The exact name and jurisdiction of the disappearing entity is as follows:

NAME  
HEART CENTER  
DIAGNOSTICS, INC.  
Document No. P01000110737

JURISDICTION  
FLORIDA

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TALLAHASSEE, FLORIDA

### ARTICLE II

The exact name and jurisdiction of the surviving entity is as follows:

NAME  
HEART CENTER OF  
CHARLOTTE, P A.  
Document No. P01000054110

JURISDICTION  
FLORIDA

### ARTICLE III

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607 of the Florida Statutes. All of the directors and shareholders of the surviving entity and the disappearing entity have approved the Plan of Merger.

### ARTICLE IV

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the surviving entity or the Articles of Incorporation of the disappearing entity.

### ARTICLE V

The effective date of this merger shall be December 31, 2009.

IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this 16 day of December, 2009.

#### **SURVIVING ENTITY:**

HEART CENTER OF CHARLOTTE,  
a Florida corporation

By: Victor N. Howard  
Victor N. Howard, M.D., President

#### **DISAPPEARING ENTITY:**

HEART CENTER DIAGNOSTICS, INC.  
a Florida corporation

By: Victor N. Howard  
Victor N. Howard, M.D., President

## **PLAN OF MERGER**

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 607.1108 and 607.1109, *Florida Statutes*.

### **RECITALS:**

WHEREAS, HEART CENTER DIAGNOSTICS, INC., a Florida corporation (Document Number P01000110737) (the "Disappearing Entity") desires to merge with and into HEART CENTER OF CHARLOTTE, P.A., a Florida corporation (Document Number P01000054110) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the officers, directors, and shareholders of the Surviving Entity and the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

### **ARTICLE I**

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

<b><u>NAME</u></b>	<b><u>JURISDICTION</u></b>
HEART CENTER DIAGNOSTICS, INC. Document No. P01000110737 (Disappearing entity)	FLORIDA
HEART CENTER OF CHARLOTTE, P.A Document No. P01000054110 (Surviving entity)	FLORIDA

### **ARTICLE II**

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be December 31, 2009.
2. On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all

of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

3. The Articles of Incorporation of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Incorporation of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.

5. Because the Surviving Entity and the Disappearing Entity are identical, there shall be no conversion of the shares of the Disappearing Entity, nor any payment therefor and the shares of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any shareholder of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

### ARTICLE III

The name and address of the president of the Surviving Entity is:

VICTOR N. HOWARD, M.D.  
990 Boulevard of the Arts No. 1502  
Sarasota, Florida 34236

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 16th day of December, 2009.

#### SURVIVING ENTITY:

HEART CENTER OF CHARLOTTE, P.A.,  
a Florida corporation

By: Victor N. Howard  
Victor N. Howard, M.D., President

#### DISAPPEARING ENTITY:

HEART CENTER DIAGNOSTICS, INC.  
a Florida corporation

By: Victor N. Howard  
Victor N. Howard, M.D., President