

# P02000055776

## MERRITT & TENNEY LLP

ATTORNEYS AT LAW  
SUITE 500  
200 GALLERIA PARKWAY, N. W.  
ATLANTA, GEORGIA 30339-3183

TELEPHONE (770) 952-6550  
FACSIMILE (770) 952-0028

August 8, 2002

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-08/13/02--01068--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

In re: Merger of Robert W. Lennon, M.D., P.C., a Georgia corporation  
into Robert W. Lennon, Inc., a Florida corporation

Dear Sir/Madam:

Enclosed for filing with your office are the following documents regarding the  
above referenced corporations:

1. Original and one conformed copy of the Articles of Merger;
2. Original and one copy of the Plan of Merger; and
3. Our firm's check in the amount of \$78.75 to cover the fees for filing these documents.

Upon completion, please return a certified copy of the Articles of Merger to us in  
the envelope provided.

If you have any questions, please contact the undersigned at (770) 952-6550.

Very truly yours,

*Elaine Ramey*

Elaine Ramey  
Legal Assistant

/er

Enclosures

FILED  
02 AUG 13 PM 4:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Merger 8-13-02  
\*Cert Copy  
10/08

over  
Kamm B. +  
Suzanne P.  
file

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ROBERT W. LENNON, M.D., P.C., A non-qualified Georgia entity

INTO

**ROBERT W. LENNON, INC.**, a Florida entity, P02000055776

File date: August 13, 2002

Corporate Specialist: Carol Mustain

**ARTICLES OF MERGER**  
**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, F.S.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Robert W. Lennon, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Robert W. Lennon, M.D., P.C.	Georgia
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

**OR**      /      /      (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days in the future.)

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 1, 2002.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 1, 2002.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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02 AUG 13 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature

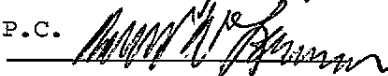
Typed or Printed Name of Individual & Title

Robert W. Lennon, Inc.



Robert W. Lennon, President

Robert W. Lennon, M.D., P.C.



Robert W. Lennon, President

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
Robert W. Lennon, Inc.	Florida

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Robert W. Lennon, M.D., P.C.	Georgia

**Third:** The terms and conditions of the merger are as follows:

See attached "Agreement and Plan of Merger by and between Robert W. Lennon, Inc. and Robert W. Lennon, M.D., P.C.," which is incorporated herein by reference.

**Fourth:** The manner and basis of converting the shares of each corporation 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 each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached "Agreement and Plan of Merger by and between Robert W. Lennon, Inc. and Robert W. Lennon, M.D., P.C.," which is incorporated herein by reference.

*(Attach additional sheets if necessary)*

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached as an exhibit:

N/A

**OR**

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

N/A

**AGREEMENT AND PLAN OF MERGER**

**BY AND BETWEEN**

**ROBERT W. LENNON, INC.**

**AND**

**ROBERT W. LENNON, M.D., P.C.**

**RECITALS**

**THIS AGREEMENT** is made effective as of the 1<sup>st</sup> day of July, 2002, by and between **ROBERT W. LENNON, INC.**, a Florida corporation, and **ROBERT W. LENNON, M.D., P.C.**, a Georgia corporation, said corporations being sometimes hereinafter referred to as "Constituent Corporations".

**WITNESSETH:**

**WHEREAS**, the respective Boards of Directors of the Constituent Corporations deem it advisable that **ROBERT W. LENNON, M.D., P.C.** ("the Disappearing Corporation") be merged into **ROBERT W. LENNON, INC.**, ("the Surviving Corporation") under the laws of the State of Florida in the manner provided therefor pursuant to the Florida Business Corporation Act;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

### **AGREEMENT TO MERGE**

1. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

### **NAME OF MERGED CORPORATION**

2. The name of the Surviving Corporation shall be ROBERT W. LENNON, INC.

### **PLACE OF OFFICE OF SURVIVING CORPORATION**

3. The place in Florida where the principal office of the Surviving Corporation is to be located is Wilderness, 102 Club House Drive, Apartment 275, Naples, Florida 34105.

### **MODE OF EFFECTING MERGER**

4. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Disappearing Corporation into shares of the Surviving Corporation, shall be as follows:

The shareholder of the Disappearing Corporation shall surrender his certificate or certificates to the Surviving Corporation on or before July 1, 2002. Upon surrender to the Surviving Corporation of the certificates for outstanding shares of the Disappearing Corporation, there shall be issued to the holder thereof, in substitution thereof, certificates for fully paid and nonassessable common shares of the Surviving Corporation, in the ratio of one (1) share of the Surviving Corporation for one (1) share of the Disappearing Corporation - being a total issue of



One Thousand (1,000) shares of the Surviving Corporation for the entire One Thousand (1,000) shares now issued and outstanding of the Disappearing Corporation.

#### **ARTICLES OF INCORPORATION**

5. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of the Surviving Corporation, until amended as provided by law.

#### **BYLAWS**

6. The Bylaws of ROBERT W. LENNON, INC. shall be the Bylaws of the Surviving Corporation.

#### **EFFECTIVE DATE OF AGREEMENT**

7. This Agreement shall become effective on the 1<sup>st</sup> day of July, 2002, The term "effective date", wherever used in this Agreement, shall mean the effective date herein described.

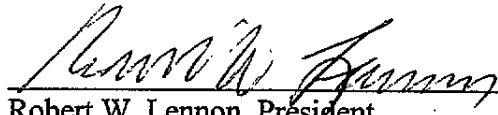
#### **DIRECTORS' RIGHT TO ABANDON MERGER**

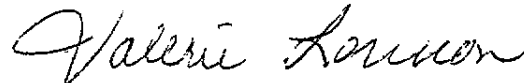
8. The Board of Directors of each of the Constituent Corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Secretary of State.

**EXECUTION**

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and Shareholders of the Constituent Corporations.

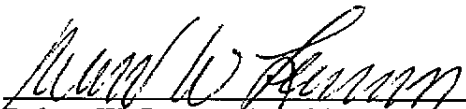
**ROBERT W. LENNON, INC.**


By:   
Robert W. Lennon, President

Attest:   
Valerie Lennon, Secretary

(CORPORATE SEAL)

**ROBERT W. LENNON, M.D., P.C.**

By:   
Robert W. Lennon, President

Attest:   
Valerie Lennon, Secretary

(CORPORATE SEAL)