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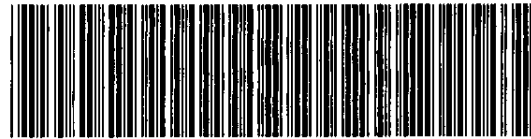
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DAVID J. LABOVITZ
OF COUNSEL

March 30, 2011

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

Dear Sir/Madam:

Enclosed please find Articles of Merger for Winter Park Dental Investments, LLC and The Tillery Group, P.A., a Plan of Merger and check to Florida Secretary of State in the amount of \$70.00 for said filing. We request that these be filed effective as of 12:01 A.M. on April 1, 2011.

If you have any questions or comments, please don't hesitate to contact me.

Sincerely,



Nora H. Miller, Esq.

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ALLAHAMMAH

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with §607.1109, §608.4382 and §621.13 Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Winter Park Dental Investments, LLC 15 N. Eola Drive Orlando, Florida 32801	Florida	LLC

Florida Document/Registration Number: L10000101 245 FEI Number: 26-2551856

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
The Tillery Group, P.A. 800 West Morse Blvd. Suite 2 Winter Park, Florida 32789	Florida	Professional Association

Florida Document/Registration Number: P02000135341 FEI Number: 37-1453366

THIRD: The attached Plan of Merger meets the requirements of §607.1108 and §608.438, Florida Statutes and was approved by each Florida corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes and by each Florida limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective at 12:01 A.M. on the later of April 1, 2011, or the date on which this certificate of merger has been filed with the Secretary of State of Florida.

FIFTH: The address of the registered office for the surviving entity is located at 800 West Morse Blvd., Suite 2, Winter Park, FL 32789 and the registered agent at such office for the surviving entity is Don E. Tillery, Jr.

SIXTH: The articles of incorporation of the surviving entity shall be the surviving entity's organizational documents.

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SEVENTH: The officers and directors of the surviving entity and their business addresses are as follows:

Name & Address:

Don E. Tillery, Jr.
800 West Morse Blvd.
Suite 2
Winter Park, FL 32789

Title:

Director, President, Secretary, Treasurer

SEVENTH: Signatures for each party:

Name of Entity
Name/Title

Signature(s)

Typed/Printed

Winter Park Dental Investments, LLC

Robert L. Harding, Manager

The Tillery Group, P.A.

Don E. Tillery, Jr., President

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CLERK OF DISTRICT COURT
TALLAHASSEE, FL 32301

PLAN OF MERGER

The following plan of merger was adopted and approved by each party to the merger in accordance with §607.1108, §608.438, and §621.13 Florida statutes.

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Winter Park Dental Investments, LLC 15 N. Eola Drive Orlando, Florida 32801	Florida	LLC

Florida Document/Registration Number: L100001011245 FEI Number: 26-2551856

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Tillery Group, P.A.	Florida

THIRD: The terms and conditions of the merger are as follows:

Persons who are officers and directors of the surviving party on the Effective Date shall be and remain and continue to be officers and directors of the surviving party; such officers and directors shall hold office until their respective successors are elected or appointed in the manner provided in the Articles of Incorporation and Bylaws of the surviving party.

The separate identity, existence, purposes, powers, objects, franchises, rights, licenses, and immunities of the surviving entity shall continue unaffected and unimpaired by the merger hereby provided for; and the corporate identity, existence and purposes of Winter Park Dental Investments, LLC, shall be continued in and merged into the surviving entity and the surviving entity shall be fully vested therewith.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

On the effective date of the merger, each share of common stock, ten dollar (\$10.00) par value, issued and outstanding immediately prior to the effective date (other than shares of common stock held in treasury) in The Tillery Group, P.A. shall remain unaffected by the merger.

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On the effective date of the merger, each membership interest in Winter Park Dental Investments, LLC, by virtue of the merger and without any action on the part of the holder thereof, shall be canceled and extinguished without conversion thereof.

FIFTH: The articles of incorporation and bylaws of The Tillery Group, P.A. shall be the organizational documents of the surviving entity; no changes or amendments are desired.

SIXTH: The merger shall become effective at 12:01 A.M. on the later of April 1, 2011, or the date on which the articles of merger have been filed with the Secretary of State of Florida.

WINTER PARK DENTAL
INVESTMENTS, LLC

THE TILLERY GROUP, P.A.

By: 

Robert L. Harding, Manager

By: 

Don E. Tillery, Jr., President

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SECRETARY OF STATE
TALLAHASSEE, FL 32399

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