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2010 MAR 29 A 10:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Effective date

4-1-10

merger  
Theirs

3-31-10

# LANDIS GRAHAM FRENCH

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March 26, 2010

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

Re: Articles of Merger

Dear Sir/Madam:

Please find enclosed the original Articles of Merger which merge RGJB, Inc. into Trittschuh Physical Therapy, Inc. along with the Plan of Merger attached thereto, for filing. Once you have filed the articles, please provide me with a certified copy.

Also enclosed is this firm's check in the amount of \$78.75 to cover the cost of \$35.00 for each corporation, and \$8.75 for a certified copy of the filed documents. Please sent this certified copy to me at the address stated above.

If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
F. A. (Alex) Ford, Jr.

FJR/kdw  
Enclosures

cc: Client

**ARTICLES OF MERGER**  
**of**  
**RGJB, INC., a Florida Corporation**  
**into**  
**TRITTSCHUH PHYSICAL THERAPY, INC., a Florida Corporation**

**FILED**

2010 MAR 29 A 10:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These Articles of Merger are submitted in accordance with *Florida Statutes* §607.1109.

1. The surviving corporation is TRITTSCHUH PHYSICAL THERAPY, INC., a Florida corporation ("Trittschuh").
2. The merging corporation is RGJB, INC., a Florida corporation ("RGJB").
3. The plan of merger is attached hereto as Exhibit A and by this reference is made a part hereof.
4. The plan of merger was approved and adopted by the board of directors and shareholders of the surviving corporation on March 25, 2010, in accordance with the applicable provisions of Ch. 607, *Florida Statutes*.
5. The plan of merger was approved and adopted by the board of directors and shareholders of the merging corporation on March 25, 2010, in accordance with the applicable provisions of Ch. 607, *Florida Statutes*.
6. The merger shall become effective on April 1, 2010, or, if later, the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned sign these Articles of Merger as of March 25, 2010.

Trittschuh Physical Therapy, Inc.,  
a Florida corporation

RGJB, Inc., a Florida corporation

By: Roger B. Grover Jr.  
Name: Roger Grover  
Its: President

By: Roger B. Grover Jr.  
Name: Roger Bruce Grover, Jr.  
Its: President and C.E.O.

## **EXHIBIT A**

### **PLAN OF MERGER**

This Plan of Merger dated as of this 25th day of March, 2010, constitutes the plan for the merger of RGJB, INC., a Florida corporation ("RGJB"), into TRITTSCHUH PHYSICAL THERAPY, INC., a Florida corporation ("Trittschuh"). Trittschuh is to be the surviving entity.

### **BACKGROUND**

- A. RGJB is owned in its entirety by Roger B. Grover, Jr., a/k/a Roger Bruce Grover, Jr. ("Grover").
- B. Trittschuh is owned in its entirety by RGJB.
- C. For good and valid business reasons and purposes, Grover and RGJB are desirous of causing RGJB to be merged into and with Trittschuh, with Trittschuh being the surviving entity and with all of the issued and outstanding shares of stock in Trittschuh being owned by Grover.

### **MERGER PROVISIONS**

1. In accordance with the provisions of this Plan of Merger and Florida Statutes §607.1101, at the Effective Time (as defined below), RGJB shall be merged into Trittschuh (the "Merger"), and the separate corporate existence of RGJB shall cease, and Trittschuh (the "Surviving Corporation") shall continue its existence as a Florida corporation pursuant to the laws of Florida. RGJB and Trittschuh are herein collectively referred to as the "Constituent Entities."

2. The Merger shall become effective as of April 1, 2010, or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Corporation shall possess and retain every interest in all assets and property of every description of each of the Constituent Entities. The rights, privileges, powers, franchises, and authority of each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Corporation without further act or deed, and the Surviving Corporation shall be liable for all obligations of each of the Constituent Entities existing as of the Effective Time.

5. The Articles of Incorporation of Trittschuh in effect immediately prior to the Effective Time shall continue without change and shall be the Articles of Incorporation of the Surviving Corporation.

6. At the Effective Time, RGJB and Grover, respectively, shall surrender all of the issued and outstanding shares of common stock of Trittschuh and RGJB, respectively, and by virtue of the Merger and without any action on the part of the parties or otherwise, the issued and outstanding shares of common stock of Trittschuh shall be cancelled, and the issued and outstanding shares of common stock of RGJB shall be converted into shares of common stock of Trittschuh on the basis of one(1) share of common stock of Trittschuh for every ten (10) shares of common stock of RGJB, and Grover shall thereupon be the sole owner of all then issued and outstanding shares of common stock of Trittschuh.

7. This Plan of Merger may be abandoned at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be by:

- (a) Written notice of such action by Grover to the Constituent Entities; or
- (b) Action of the Board of Directors of either of the Constituent Entities followed by written notice of such action to Grover and the other Constituent Entity.

#### CERTIFICATION

RGJB, Inc. hereby certifies that the foregoing Plan of Merger was approved by its Board of Directors and Shareholders on the 25<sup>th</sup> day of March, 2010.

RGJB, Inc., a Florida corporation

By: Roger B. Grover Jr.  
Name: Roger Bruce Grover, Jr.  
Its: President and C.E.O.

#### CERTIFICATION

Trittschuh Physical Therapy, Inc. hereby certifies that the foregoing Plan of Merger was approved by its Board of Directors and Shareholders on the 25<sup>th</sup> day of March, 2010.

Trittschuh Physical Therapy, Inc., a Florida corporation

By: Roger B. Grover Jr.  
Name: Roger Grover  
Its: President