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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Merger

JAN 11 2013

T. BROWN

MASSAGE AND SPINAL THERAPY OF WINTER HAVEN, INC.

***Angie Horton, Officer
546 Ave. A, NE
Winter Haven, FL 33881***

January 3, 2013

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

Dear Sir/Madam:

Enclosed please find the following original documents with respect to filing of Articles of Merger:

- 1. Cover Letter;*
- 2. Articles of Merger (Profit Corporations);*
- 3. Plan of Merger (Non Subsidiaries);*
- 4. Check # 1047 in the amount of \$78.75 for the filing fees;*

Thank you for your attention to this matter.

Angie Horton

A handwritten signature in black ink, appearing to be 'Angie Horton', with a long horizontal line extending to the right.

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Massage and Spinal Therapy of Winter Haven, Inc.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Angie Horton

Contact Person

Massage and Spinal Therapy of Winter Haven, Inc.

Firm/Company

546 Avenue A, NE

Address

Winter Haven, FL 33881

City/State and Zip Code

Angie@spinalrestorationinc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Angie Horton

Name of Contact Person

At (863) 294-2000

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



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es Corporation Act

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

Third: The Plan of Merger is attached.

OR 12 / 31 / 2012 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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

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



Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Massage and Spinal



Angie Horton

Therapy of Winter Haven,

Inc.

Massage Therapy of Winter



Angie Horton

Haven, P.A.

PLAN OF MERGER

(Non Subsidiaries)

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

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

Name

Jurisdiction

Massage and Spinal Therapy of Winter
Haven, Inc.

Florida

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

Name

Jurisdiction

Massage Therapy of Winter Haven P.A.

Florida

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

See attached.

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

(Attach additional sheets if necessary)



**Attachment to Plan of Merger of Massage and Spinal Therapy of Winter Haven, Inc., and
Massage Therapy of Winter Haven P.A.:**

Continued:

Third: The terms and Conditions of the merger are as follows:

- (a) The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of Massage and Spinal Therapy of Winter Haven, Inc., shall continue unaffected and unimpaired by the merger.
- (b) As of the Effective Time, the separate existence of Massage Therapy of Winter Haven P.A. shall cease (except to the extent continued by law), and all of the properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever nature and description, of a public as well as of a private nature, of Massage Therapy of Winter Haven P.A., shall be transferred to, vest in and evolve upon Massage and Spinal Therapy of Winter Haven, Inc., as the Surviving Company, without further act or deed.
- (c) From and after the Effective Time, Massage and Spinal Therapy of Winter Haven, Inc., as the Surviving Company, shall be responsible and liable for all of the debts, liabilities and obligations of Massage Therapy of Winter Haven P.A., to the extent required by law; and any claim existing and any action or proceeding pending by or against Massage Therapy of Winter Haven P.A., may be prosecuted as if the merger had not taken place or, alternatively, Massage and Spinal Therapy of Winter Haven, Inc., as the Surviving Corporation, may be substituted in the place of Massage Therapy of Winter Haven P.A.
- (d) If, at any time, Massage and Spinal Therapy of Winter Haven, Inc., shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in Massage and Spinal Therapy of Winter Haven, Inc., as the Surviving Corporation, the title to any properties (both real and personal), powers, rights, privileges, immunities or franchise of Massage Therapy of Winter Haven P.A. acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of Massage Therapy of Winter Haven P.A., or alternatively, the corresponding officers of Massage and Spinal Therapy of Winter Haven, Inc., as the Surviving Corporation, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights privileges, immunities or franchise of Massage Therapy of Winter Haven P.A. in Massage and Spinal Therapy of Winter Haven, Inc., as the Surviving Corporation, and otherwise to carry out the intent hereof.

Continued:

**Fourth: Manner and Basis of Converting the Shares of the Merging Corporation into Shares of the
Surviving Corporation.**

- (a) The authorized Stock of Massage Therapy of Winter Haven P.A. consists of 100 voting common stock of which 100 shares is presently issued and outstanding. The authorized stock of Massage and Spinal Therapy of Winter Haven, Inc., consists of 1000 voting common stock of which 100 shares are presently issued and outstanding.
- (b) As of the Effective Time, all of the authorized but unissued shares of the Merging Corporation's Stock will be cancelled and no shares will be issued in lieu thereof. The authorized shares of the surviving corporation's stock shall be the authorized shares of the capital stock of the surviving corporation.

