

PO50000 30055

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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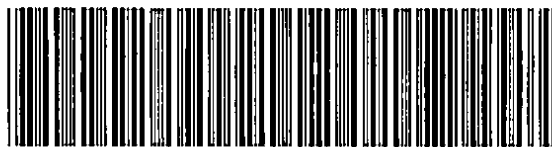
(Business Entity Name)

(Document Number)

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## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: CENTRAL FLORIDA MEDICAL & CHIROPRACTIC CENTER 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:

HANS KENNON, ESQUIRE

Contact Person

Firm/Company

20 NORTH ORANGE AVENUE 4TH FLOOR

Address

ORLANDO FL 32801

City/State and Zip Code

DRKATHYLEOTTA@YAHOO.COM

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

For further information concerning this matter, please call:

HANS KENNON

Name of Contact Person

At ( 407 ) 420-6686

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

# **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, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CENTRAL FLORIDA MEDICAL & CHIROP	ORANGE COUNTY FLORIDA	P05000030055

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
OUTPATIENT PAIN AND WELLNESS CEN	HILLSBOROUGH COUNTY FL	P01000075794

**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** 01 /15 /2019 (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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 01/15/2019

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 01/15/2019

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

CENTRAL FLORIDA MEDICAL

OUTPATIENT PAIN AND WE

*Sean Leotta*  
*Kathleen Clements Leotta*

SEAN LEOTTA

KATHLEEN CLEMENTS LEOTTA

*WSc*

# **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:

<u>Name</u>	<u>Jurisdiction</u>
CENTRAL FLORIDA MEDICAL & CHIROPAC	ORANGE COUNTY FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
OUTPATIENT PAIN AND WELLNESS CENTER	HILLSBOROUGH COUNTY FLORIDA

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

FOR GOOD AND VALUABLE CONSIDERATION OF THESE CLOSELY HELD CORPORATIONS ACKNOWLEDGED BY THE PARTIES, THE SHAREHOLDERS OF THE SURVIVING CORPORATION PURCHASE THE ASSETS OF THE MERGING CORPORATION. THE MERGING CORPORATION SHALL NOW BE KNOWN AS THE SURVIVING CORPORATION AND SHALL OPERATE UNDER THE FEIN OF THE SURVIVING CORPORATION. THE MERGING ENTITY SHALL CEASE TO EXIST OTHER THAN FOR THE PURPOSE OF THE WINDING UP OF ITS AFFAIRS. SHARES OF THE MERGING CORPORATION SHALL BE CANCELLED BY VIRTUE OF THE MERGER AND SHARES OF THE SURVIVING CORPORATION SHALL BE TRANSFERRED TO THE MERGING CORPORATION AS AGREED TO BY THE PARTIES . ALL OWNERSHIP RIGHTS SHALL VEST IN THE SURVIVING CORPORATION PURSUANT TO THE AGREEMENT OF THE PARTIES.

**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:

*(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:  
THERE ARE NO FURTHER AMENDMENTS TO THE MERGER.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:  
THERE ARE NO FURTHER TERMS OF MERGER.