

**P05000148074**

## Florida Department of State

Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H16000156631 3)))



H160001566313ABC\$

EFFECTIVE DATE

10-30-16

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

File 1st  
before  
Amendment  
Filing  
H16000156633

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
ERACLIDES, GELMAN & HALL, P.A.**

Certificate of Status	0
Certified Copy	0
Page Count	10
Estimated Charge	\$70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2016 JUN 28 AM 9:15

RECEIVED  
16 JUN 28 AM 11:02

JUN 29 2016

Electronic Filing Menu

Corporate Filing Menu

Help

C LEWIS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2016 JUN 28 AM 9:15

STATE OF FLORIDA  
ARTICLES OF MERGER  
OF

MORGAN A. INDEK, P.A.,  
a Florida professional service corporation,

WITH AND INTO

ERACLIDES, GELMAN & HALL, P.A.,  
a Florida professional service corporation

Date: June 30, 2016

EFFECTIVE DATE  
6-30-16

Pursuant to Sections 607.1101, 607.1105 and 607.1109 of the Florida Statutes (the "Act"), the undersigned corporations hereby adopt the following Articles of Merger (these "Articles of Merger"):

1. **Merged Corporation.** The name, principal address, jurisdiction, entity type, Florida document number and tax identification number for the "Merged Corporation" are as follows:

Name: MORGAN A. INDEK, P.A.  
Address: 2030 Bee Ridge Road, Sarasota, FL 34239  
Jurisdiction: Florida  
Entity Type: professional service corporation  
Florida Doc.: P13000101451  
FEI Number: 46-4421907

2. **Surviving Corporation.** The name, principal address, jurisdiction, entity type, Florida document number and tax identification number for the "Surviving Corporation" is as follows:

Name: ERACLIDES, GELMAN & HALL, P.A.  
Address: 2030 Bee Ridge Road, Sarasota, FL 34239  
Jurisdiction: Florida  
Entity Type: professional service corporation  
Florida Doc.: P05000148074  
FEI Number: 20-3739348

3. **Plan of Merger: Approval.** That certain Agreement and Plan of Merger dated and effective as of the date hereof, attached hereto as Exhibit "A" (the "Plan of Merger") meets the requirements of Section 607.1101 of the Florida Statutes and has been approved and executed as

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2016 JUN 28 AM 9:15

of June 24, 2016, by (i) the Board of Directors and Shareholder of Merged Corporation, and (ii) the Board of Directors and Shareholders of Surviving Corporation.

4. **Effective Date.** The effective date of this merger shall be June 30, 2016, in accordance with the applicable provisions of the Act.

5. **Counterparts: Facsimile Signatures.** These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one document. Facsimile or electronic signatures (including via email) shall be deemed originals for all purposes of this certificate.

*[Signature page follows]*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION


2016 JUN 28 AM 9:15

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger to be executed by their duly authorized representatives on the date first written above.

**WITNESSES:**

**MERGED CORPORATION:**

**MORGAN A. INDEK, P.A.,** a Florida professional service corporation

By:   
Name: Morgan A. Indek  
Its: President

\_\_\_\_\_  
As to Merged Corporation

**SURVIVING CORPORATION:**

**ERACLIDES, GELMAN & HALL, P.A.,** a Florida professional service corporation

By:   
Name: Hermes Eraclides  
Its: President

\_\_\_\_\_  
As to Surviving Corporation

6/28/2016 10:30:00 AM From: To: 8506176380( 5/10 )

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATE

2016 JUN 28 AM 9: 15

**EXHIBIT "A"**  
**AGREEMENT AND PLAN OF MERGER**

2016 JUN 28 AM 9:15

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**MORGAN A. INDEK, P.A.,**  
a Florida professional service corporation

**AND**

**ERACLIDES, GELMAN & HALL, P.A.,**  
a Florida professional service corporation

**Date: June 30, 2016**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Agreement") is made and entered into effective as of June 30, 2016, by and between **MORGAN A. INDEK, P.A.**, a Florida professional service corporation ("Merged Corporation") and **ERACLIDES, GELMAN & HALL, P.A.**, a Florida professional service corporation ("Surviving Corporation") and collectively with Merged Corporation, the "Constituent Entities").

**Background:**

**WHEREAS**, Merged Corporation and Surviving Corporation are each a professional service corporation duly organized under the laws of the State of Florida;

**WHEREAS**, each of the Constituent Entities, and their respective boards of directors and shareholders, have determined that it is advisable and in their respective best interests of Merged Corporation and Surviving Corporation that Merged Corporation be merged with and into Surviving Corporation (the "Merger"), on the terms and conditions set forth herein and in accordance with, and in the manner prescribed by, the applicable provisions of the Florida Business Corporation Act (the "Act"); and

**WHEREAS**, Surviving Corporation's corporate existence under the laws of the State of Florida shall not be affected in any manner by reason of the Merger, except as set forth herein.

**NOW THEREFORE**, in consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Merged Corporation and Surviving Corporation, have agreed and do hereby agree as follows:

**Terms:**

1. **Merger.** Merged Corporation and Surviving Corporation shall be merged into a single professional service corporation, in accordance with applicable provisions of the Act, by Merged Corporation merging with and into Surviving Corporation, with Surviving Corporation being the surviving professional service corporation of the Merger.

2. **Effect of Merger.** From and after the filing of the Articles of Merger with the Florida Department of State, the Constituent Entities shall be a single professional service corporation, which shall be Surviving Corporation as the surviving professional service corporation, and the separate existence of Merged Corporation shall cease except to the extent provided by the Act in the case of a corporation after its merger into another corporation, while the existence of Surviving Corporation shall continue unaffected and unimpaired, except as set forth herein. Surviving Corporation shall continue to be governed by the laws of the State of Florida and Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a professional service corporation organized under Florida law. Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Entities. All property, real, personal and mixed, all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Entities, shall be taken and deemed to be transferred to and vested in Surviving Corporation without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Entities, shall not revert or be in any way impaired by reason of such merger. Surviving Corporation shall hereafter be responsible and liable for all of the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted as if such merger had not taken place, or Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by the merger.

3. **Articles of Incorporation and Bylaws of Surviving Corporation.** The Articles of Incorporation and Bylaws of Surviving Corporation in effect immediately prior to the Effective Date (as defined in Section 9 below) shall, upon the Merger becoming effective, be and remain the Articles of Incorporation and Bylaws of Surviving Corporation until the same shall be altered, amended or repealed.

4. **Directors and Officers of Surviving Corporation.**

(a) **Directors.** The Surviving Corporation's directors in office immediately prior to the Effective Date shall remain the directors of Surviving Corporation from and after the Effective Date until such directors' successors are duly elected or appointed and qualified pursuant to the Act or the Surviving Corporation's Articles of Incorporation or Bylaws.

(b) **Officers.** The Surviving Corporation's officers in office immediately prior to the Effective Date shall remain the officers of Surviving Corporation from and after the Effective Date until such officers' successors are duly elected or appointed and qualified pursuant to the Act or the Surviving Corporation's Articles of Incorporation or Bylaws.

5. **Conversion of Stock.** The manner of converting the issued and outstanding shares of common stock of Merged Corporation into shares of common stock of Surviving Corporation shall be as follows:

(a) Each share of common stock of Merged Corporation issued and outstanding immediately prior to the Effective Date shall be converted into and become two and five tenths (2.5) validly issued, fully paid and nonassessable shares of common stock, par value \$0.01 per share, of Surviving Corporation (the "**Per Share Merger Consideration**"), and all of the shares of Merged Corporation's common stock that have been converted into the right to receive the Per Share Merger Consideration shall cease to be outstanding, shall be cancelled and shall cease to exist, and each certificate and uncertificated interest formerly representing any shares of common stock of Merged Corporation shall thereafter represent only the right to receive the Per Share Merger Consideration for each such share of common stock of Merged Corporation.

(b) Each share of common stock of Surviving Corporation issued and outstanding immediately prior to the Effective Date of the Merger shall be cancelled and shall cease to exist. Surviving Corporation shall issue new stock certificates immediately following the Merger to reflect the ownership of Surviving Corporation, which shall be as follows:

<b><u>Name</u></b>	<b><u>Shares of Voting Common Stock</u></b>
Hermes Eraclides	250
Mark H. Gelman	250
Clark B. Hall, Jr.	250
<u>Morgan A. Index</u>	<u>250</u>
<b>Total</b>	<b>1,000</b>

6. **Surrender of Certificates.** Each record holder of an outstanding certificate or certificates of Merged Corporation immediately prior to the Merger shall surrender such certificate or certificates pursuant to this Agreement and such certificates shall be cancelled. Stock certificates of Surviving Corporation shall be cancelled and reissued consistent with **Section 5(b)** above.

7. **Further Assurances.** If at any time after the Effective Date, Surviving Corporation shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property rights of the Constituent Entities, the last acting Board of Directors of the Constituent Entities, as the case may be, shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in Surviving Corporation, and otherwise carry out the purposes of this Agreement.

8. **Approval By Shareholders.** This Plan of Merger shall be approved by the respective boards of directors of each Constituent Entity and submitted to the respective shareholders of each Constituent Entity for approval as provided by Florida law. If duly adopted



by the requisite vote of such shareholders, Articles of Merger meeting the requirements of Sections 607.1101, 607.1105 and 607.1109 of the Act shall be filed immediately in the appropriate office in the State of Florida.

9. **Effective Date.** The merger of Merged Corporation and Surviving Corporation shall become effective as of June 30, 2016 (the "Effective Date"), in accordance with the applicable provisions of the Act.

10. **Covenants of Surviving Corporation.** Surviving Corporation covenants and agrees that: (a) it will not amend its Articles of Incorporation prior to the Effective Date; (b) it will not issue any shares of common stock or any rights to acquire any such shares of common stock prior to the Effective Date; and (c) it will issue new stock certificates in accordance with Section 5(b) above.

11. **Covenants of Merged Corporation.** Merged Corporation covenants and agrees that: (a) it will not amend its Articles of Organization prior to the Effective Date; (b) it will not issue any shares of common stock or any rights to acquire any such shares of common stock prior to the Effective Date.

12. **Termination.** Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement may be terminated and abandoned by the officers of either of the Constituent Entities at any time prior to filing of the Articles of Merger.

13. **Counterparts; Facsimile Signatures.** These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute but one document. Facsimile or electronic signatures (including via email) shall be deemed originals for all purposes of this certificate.

**[Signature page follows]**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

2016 JUN 28 AM 9:15

IN WITNESS WHEREOF, each of the parties to this Agreement has caused this Agreement to be executed by its duly authorized manager on the date first written above.

**WITNESSES:**

**MERGED CORPORATION:**

**MORGAN A. INDEK, P.A.,** a Florida professional service corporation

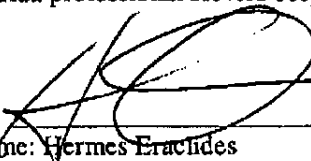


By: \_\_\_\_\_  
Name: Morgan A. Indek  
Its: President

\_\_\_\_\_  
\_\_\_\_\_  
As to Merged Corporation

**SURVIVING CORPORATION:**

**ERACLIDES, GELMAN & HALL, P.A.,** a Florida professional service corporation



By: \_\_\_\_\_  
Name: Hermes Eracides  
Its: President

\_\_\_\_\_  
\_\_\_\_\_  
As to Surviving Corporation