

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.

((H15000306976 3)))



H150003069763ABC4

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 : BUSH ROSS, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

FILED
DEC 30 AM 8:17
CLERK OF STATE
TALLAHASSEE, FLORIDA

****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
ROBYN LESSER D.M.D., P.A.**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$68.75

DEC 31 2015
T. LEMMEUX

Morgan

Facsimile Audit No.: H15000306976 3

ARTICLES OF OF MERGER
By and Among
Smile Builders Properties, LLC
and
Robyn Lesser D.M.D., P.A.

FILED
5 DEC 30 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Smile Builders Properties, LLC, a Florida limited liability company ("SBP") (Florida Document Number L07000070457); and Robyn Lesser D.M.D., P.A., a Florida professional association (the "PA") (Florida Division of Corporations Document Number P06000002018), acting in compliance with the provisions of §607.1105, Florida Statutes, hereby certify as follows:

1. SBP and the PA entered into the Agreement and Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A and made a part hereof.

2. The effective date of the merger between SBP and the PA, with the PA being the surviving corporation, is the effective as of the date stated in the Articles of Merger which are now on file with the Florida Department of State.

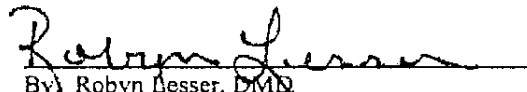
3. The Articles of Merger and agreement of merger was approved by the Board of Directors and Shareholders of each SBP and the PA effective as of December 30, 2010. Pursuant to the Plan of Merger, SBP is to be merged with and into the PA with the PA as the surviving or resulting entity. The material terms of the merger are set forth in the Plan of Merger attached hereto as Exhibit "A" and made a part hereof.

Date: December 30, 2010

SMILE BUILDERS PROPERTIES, LLC


By: Robyn Lesser, DMD
Its: Managing Member

ROBYN LESSER, D.M.D., P.A.


By: Robyn Lesser, DMD
Its: President

Facsimile Audit No.: H150003069763

EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
OF
SMILE BUILDERS PROPERTIES, LLC,
a Florida limited liability company,
with and into
ROBYN LESSER, D.M.D., P.A.,
a Florida professional association**

THIS AGREEMENT AND PLAN OF MERGER is made as of the 30 day of December, 2010 by and between SMILE BUILDERS PROPERTIES, LLC, a Florida limited liability company ("SBP") and ROBYN LESSER, D.M.D., P.A., a Florida professional association (the "PA") (said parties being hereinafter sometimes referred to collectively as the "Constituent Entities").

WITNESSETH

WHEREAS, SBP is a limited liability company duly organized and validly existing under the laws of the State of Florida;

WHEREAS, the PA is a professional association duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, the board of directors of the PA and the manager of SBP each deem it advisable and for the benefit of each of said business entities and their respective equity holders that SBP merge into the PA,

NOW, THEREFORE, for and in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree, subject to the conditions hereinafter set forth, that SBP be merged into the PA (hereinafter sometimes referred to as the "Surviving Corporation"), the individual existence of SBP shall cease, and the corporate existence of the Surviving Corporation shall be continued. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

PLAN

SBP shall be merged into the PA with the PA constituting the surviving corporation and the terms and conditions of said merger shall be as follows:

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation, as previously amended and in effect immediately before December 30, 2010 (the "Effective Date") shall without any changes, be the Articles of Incorporation of the Surviving Corporation from and after the Effective Date until further amended as permitted by law.

2. Distribution to Shareholders of the Constituent Corporations. Upon the Effective Date, each share of Disappearing Corporation's common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares of Surviving Corporation in accordance with this Plan. Each share of Surviving Corporation's common stock that shall be issued and outstanding immediately prior to the Effective Date shall without more be converted into and exchanged for shares of the PA in accordance with this Plan.

Facsimile Audit No.: H15000306976 3

3. Satisfaction of Rights of Disappearing Corporation Shareholders. All shares of Surviving Corporation's stock into which shares of Disappearing Corporation's stock shall have been converted and become exchangeable for under the Plan shall be deemed to be in full satisfaction of such converted shares.

4. Satisfaction of Rights of Surviving Corporation Shareholders. All shares of SBP's common stock into which shares of Surviving Corporation's stock shall have been converted and become exchangeable for under the Plan shall be deemed to be in full satisfaction of such converted shares.

5. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corporation shall cease, and Surviving Corporation shall be fully vested in Disappearing Corporation's rights, privileges, immunities, powers, and franchises, subject to its restrictions. liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

6. Supplemental Action. If at any time after the Effective Date Surviving Corporation shall determine that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate offices of Surviving Corporation or Disappearing Corporation, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corporation, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corporation, or to otherwise carry out the provisions of this Plan.

7. Filing with the Florida Secretary of State and Effective Date. Upon the Closing, as provided in the Merger Agreement of which this Plan is a part. Disappearing Corporation and Surviving Corporation shall cause their respective President (or Vice President) to execute Articles of Merger and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Corporation to the Florida Secretary of State. In accordance with Section 607.1105 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 30, 2010 as previously set forth herein.

8. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived as any time by one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party or at any time thereafter as long as -such change is in accordance with Section 607.1103 of the Act.

10. Termination. This Plan may be terminated at any time prior to the Effective Date:


- a. by mutual written consent of the Constituent Corporations; or
- b. by the affirmative vote to terminate the Agreement of the Board of Directors of either Constituent Corporation if there shall be a pending or threatened action or proceeding before any court or other governmental body which shall seek to restrain, prohibit or invalidate the transactions contemplated hereby, or, the occurrence of any other development which, in the reasonable

Facsimile Audit No.: H15000306976 3


judgment of such Constituent Corporation, makes it inadvisable to proceed with the Plan.

IN WITNESS WHEREOF, both SBP and the PA have caused this Plan of Merger to be signed in their corporate names by their Presidents and Manager.

SMILE BUILDERS PROPERTIES, LLC

By: 
Its: Managing Member

ROBYN LESSER, D.M.D., P.A.

By: 
Its: President